

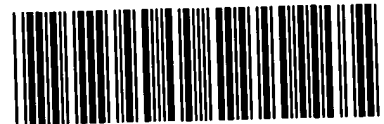
**Sheba Coffee Ltd**

**Directors' report and financial statements**

*for the year ended 31 December 2022*

Registered number: 12229555

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COMPANIES HOUSE

## Company Information

<b>Directors</b>	A I Adenekan J W T Cupitt P S Pieri M D A Saeed
<b>Registered number</b>	12229555
<b>Registered office</b>	Prince Albert House 2 Kingsmill Terrace London NW8 6BN
<b>Independent auditor</b>	Buzzacott LLP 130 Wood Street London EC2V 6DL

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## Directors' report

For the year ended 31 December 2022

The directors present their report and the financial statements for Sheba Coffee Ltd ('the company') for the year ended 31 December 2022.

### Directors

The directors who served during the year were:

A I Adenekan  
J W T Cupitt  
P S Pieri  
M D A Saeed

### Directors' responsibilities statement

The directors are responsible for preparing 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

### Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

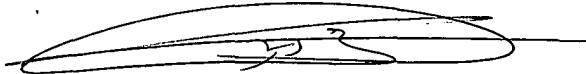
### Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

**Directors' report (continued)**

For the year ended 31 December 2022

This report was approved by the board on 24 May 2023 and signed on its behalf by:



**M D A Saeed**  
Director

# Buzzacott

## Independent auditor's report to the members of Sheba Coffee Ltd

For the year ended 31 December 2022

### Opinion

We have audited the financial statements of Sheba Coffee Ltd (the 'company') for the year ended 31 December 2022, which comprise the Statement of comprehensive income, the Statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss 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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the 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.

## **Independent auditor's report to the members of Sheba Coffee Ltd (continued)**

For the year ended 31 December 2022

### **Opinion on other matters prescribed by the Companies Act 2006**

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

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

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

### **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.

### **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.

## Independent auditor's report to the members of Sheba Coffee Ltd (continued)

For the year ended 31 December 2022

### Auditor's responsibilities for the audit of the financial statements (continued)

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.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the Senior Statutory Auditor ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we made enquiries of management as to where they considered there was susceptibility to fraud, and their knowledge of actual, suspected and alleged fraud;
- we identified the laws and regulations that could reasonably be expected to have a material effect on the financial statements of the company through discussions with directors and other management at the planning stage;
- the audit team held a discussion to identify any particular areas that were considered to be susceptible to misstatement, including with respect to fraud and non-compliance with laws and regulations; and
- we focused our planned audit work on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company including the Companies Act 2006, employment legislation, and taxation legislation.

We assessed the extent of compliance with the laws and regulations identified above through:

- making enquiries of management;
- inspecting legal expenditure and correspondence throughout the period for any potential litigation or claims; and
- considering the internal controls in place that are designed to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- determined the susceptibility of the company to management override of controls by checking the implementation of controls and enquiring of individuals involved in the financial reporting process;
- reviewed journal entries throughout the period to identify unusual transactions;
- performed analytical procedures to identify any large, unusual or unexpected transactions and investigated any large variances from the prior period;
- reviewed accounting estimates and evaluated where judgements or decisions made by management indicated bias on the part of the company's management;
- tested the occurrence and cut-off of revenue by agreeing orders to invoices and ensuring listed auction sales have been correctly included within revenue; and
- carried out substantive testing to check the occurrence and cut-off of expenditure.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included:

- agreeing financial statement disclosures to underlying supporting documentation; and
- enquiring of management as to actual and potential litigation and claims.



# Buzzacott

## Independent auditor's report to the members of Sheba Coffee Ltd (continued)

For the year ended 31 December 2022

### Auditor's responsibilities for the audit of the financial statements (continued)

There are inherent limitations in our audit procedures described above. Irregularities that result from fraud might be inherently more difficult to detect than irregularities that result from error as they may involve deliberate concealment or collusion. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

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



Philip Westerman (Senior statutory auditor)

for and on behalf of

**Buzzacott LLP**

Statutory Auditor

130 Wood Street

London

EC2V 6DL

24 May 2023

**Statement of comprehensive income**  
for the year ended 31 December 2022

	2022	2021
	\$	\$
Turnover	24,691	121,124
Cost of sales	(46,333)	(118,475)
<b>Gross (loss)/profit</b>	<b>(21,642)</b>	<b>2,649</b>
Administrative expenses	(287,934)	(312,486)
<b>Operating loss</b>	<b>(309,576)</b>	<b>(309,837)</b>
<b>Loss for the financial period</b>	<b>(309,576)</b>	<b>(309,837)</b>

All amounts relate to continuing operations.

There was no other comprehensive income for 2022 or 2021.

The notes on pages 9 to 13 form part of these financial statements.

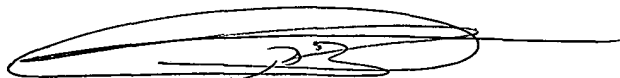
## Statement of financial position

as at 31 December 2022

	Note	2022 \$	2021 \$
Tangible assets	4	49,558	47,642
Investments	5	345,300	195,300
		<u>394,858</u>	<u>242,942</u>
<b>Current assets</b>			
Stocks	6	383,227	346,780
Debtors	7	41,012	149,157
Cash at bank and in hand		32,267	58,914
		<u>456,506</u>	<u>554,851</u>
Creditors: amounts falling due within one year	8	(1,612,189)	(1,249,041)
<b>Net current liabilities</b>		<u>(1,155,683)</u>	<u>(694,190)</u>
<b>Total assets less current liabilities</b>		<u>(760,825)</u>	<u>(451,248)</u>
<b>Net liabilities</b>		<u>(760,825)</u>	<u>(451,248)</u>
<b>Capital and reserves</b>			
Called up share capital		123	123
Profit and loss account		(760,948)	(451,371)
		<u>(760,825)</u>	<u>(451,248)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board on 24 May 2023 and were signed on its behalf by:



**M D A Saeed**  
Director

The notes on pages 9 to 13 form part of these financial statements.

## Notes to the financial statements

For the year ended 31 December 2022

### 1. General information

Sheba Coffee Ltd is a private company limited by shares, registered and incorporated in England and Wales. The company's registered office is Prince Albert House, 2 Kingsmill Terrace, London, NW8 6BN.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102') and the Companies Act 2006.

The following principal accounting policies have been applied:

#### 2.2 Going concern

The company made a loss for the period of \$309,576 and was in a net liability position of \$760,825 at the reporting date. The company has obtained support from its parent undertaking for at least 12 months from the date of signing the financial statements.

The company therefore continues to adopt the going concern basis in preparing its financial statements.

#### 2.3 Foreign currency translation

##### Functional and presentation currency

The company's functional and presentational currency is USD.

##### Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'administrative expenses'.

## Notes to the financial statements

For the year ended 31 December 2022

### 2. Accounting policies (continued)

#### 2.4 Turnover

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

##### Sale of goods

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

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

#### 2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

Depreciation is provided on the following basis:

Plant and machinery	- 25%
Leasehold improvements	- 25%
Computer equipment	- 25%

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

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

#### 2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis.

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

## Notes to the financial statements

For the year ended 31 December 2022

### 2. Accounting policies (continued)

#### 2.8 Debtors

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

#### 2.9 Creditors

Short term creditors are measured at the transaction price.

### 3. Employees

The average monthly number of employees, including directors, during the year was 8 (2021 - 6).

### 4. Tangible fixed assets

	Plant and Machinery \$	Leasehold improvements \$	Computer equipment \$	Total \$
<b>Cost or valuation</b>				
At 1 January 2022	17,096	38,075	-	55,171
Additions	10,440	-	1,310	11,750
At 31 December 2022	<u>27,536</u>	<u>38,075</u>	<u>1,310</u>	<u>66,921</u>
<b>Depreciation</b>				
At 1 January 2022	2,564	4,965	-	7,529
Charge for the year	8,112	1,476	246	9,834
At 31 December 2022	<u>10,676</u>	<u>6,441</u>	<u>246</u>	<u>17,363</u>
<b>Net book value</b>				
At 31 December 2022	<u>16,860</u>	<u>31,634</u>	<u>1,064</u>	<u>49,558</u>
At 31 December 2021	<u>14,532</u>	<u>33,110</u>	<u>-</u>	<u>47,642</u>

## Notes to the financial statements

For the year ended 31 December 2022

### 5. Fixed asset investments

	Investment in subsidiary company \$
<b>Cost or valuation</b>	
At 1 January 2022	195,300
Additions	150,000
At 31 December 2022	<u>345,300</u>

### 6. Stocks

	2022 \$	2021 \$
Raw materials and consumables	383,227	346,780
	<u>383,227</u>	<u>346,780</u>

### 7. Debtors

	2022 \$	2021 \$
Trade debtors	5,632	11,507
Amounts owed by group undertakings	13,768	105,998
Other debtors	18,230	23,552
Prepayments and accrued income	3,382	8,100
	<u>41,012</u>	<u>149,157</u>

### 8. Creditors: amounts falling due within one year

	2022 \$	2021 \$
Trade creditors	98,996	5,114
Amounts owed to group undertakings	1,513,193	1,243,927
	<u>1,612,189</u>	<u>1,249,041</u>

## Notes to the financial statements

For the year ended 31 December 2022

### 9. Contingent liabilities

The company had no contingent liabilities at 31 December 2022 or 31 December 2021.

### 10. Capital commitments

The company had no capital commitments at 31 December 2022 or 31 December 2021.

### 11. Controlling party

The smallest and the largest group of undertakings for which consolidated group accounts, which include the company, have been drawn up is headed by Longulf Limited. Longulf Limited has the same registered office as the company.