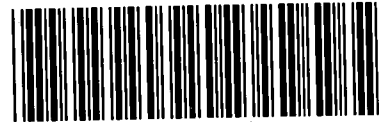

REGISTERED NUMBER: 02869014 (England and Wales)

**GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS
AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022
FOR
RICO LOGISTICS LIMITED**

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RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

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FOR THE YEAR ENDED 31 MARCH 2022**

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RICO LOGISTICS LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2022**

DIRECTORS: Mr S Sharma
Mr R Viswanathan
Mr K Sukumar
Mr P Yallop
Mr T Gunn
Mr M Seturaman

SECRETARY: Mr P Yallop

REGISTERED OFFICE: Unit 4, Kennet House
Langley Quay
Waterside Drive
Slough
Berkshire
SL3 6EY

REGISTERED NUMBER: 02869014 (England and Wales)

AUDITORS: Ernst & Young LLP
1 Bridgewater Place
Water Lane
Leeds
LS11 5QR

BANKERS: NatWest
118 High Street
Slough
Berkshire
SL1 1JH

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2022**

The Directors present their strategic report of the Company and Group for the year ended 31 March 2022.

Review of business

We aim to present a balanced and comprehensive review of the development and performance of our business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of our business and is written in the context of the risks and uncertainties we face.

After a one-time expense charge of £5,101,000 (2021: nil), the loss before taxation for the year was £3,479,000 (Profit before tax 2021: £569,000) on which there was a taxation charge of £511,000 (2021: £968,000). At the year end the Group had shareholders' funds of £19,854,000 (2021: £24,602,000) and retained earnings of £21,637,000 (2021: £25,591,000). The Directors believe that the financial position of the Group is satisfactory.

The Group's presence in and commitment to the UK, Continental Europe and North America was instrumental to securing new major contracts in the retail, telecoms and automotive sectors and renewed several contracts across the international customer base.

COVID-19 restrictions eased across the Group's geographic markets during the year with volumes in many sectors returning to pre-pandemic levels. During the latter part of the year global wage and fuel inflation led to increased service costs. Other than through inflation, the Ukraine crisis has not had a direct impact on the Group. In the year the Directors conducted a review of future benefits from short term assets given the changing economic conditions. Following the review a £5,101,000 charge to the P&L was taken to write down carrying values and provision against increased uncertainty. The Group is mitigating the impact on cost base through operational efficiencies across the operational footprint and increased investment in service delivery. These measures enable the Group to minimise the level of surcharges levied on customers.

The Directors continue to monitor the impact of Brexit. Increased demand for UK storage has increased rental costs. However, this is more than offset by growth in trading with customers adapting their UK/EU supply chains. Revenues generated outside the UK account for 25% (2021: 30%) of the Group's turnover for the year.

The Directors are confident that the Group's commercial agility to win, as well as the ability to cross sell the Group's multiple service offerings during the COVID-19 pandemic and increasing economic headwinds demonstrates that it is well positioned to deliver future growth.

Key performance indicators

The Group considers its key performance indicators (KPIs) to be turnover, operating profit and profit before tax.

Group turnover of £187,654,000 (2021: £164,577,000) for the period, a 14% growth rate as a result of reducing COVID-19 impact, increasing customer base and expansion of service offerings with existing customers. The Group continued to invest in warehouse automation, systems development, new service offerings and the workforce throughout the year. Inflation, in particular fuel and wage, increased the Group's cost base. The impact was not fully offset by operational efficiencies and investments made in the year and the Directors sought to minimise the impact on customers. Consequently, margins across the Group reduced. Operating profit before a one-time £5,101,000 charge to the P&L was £4,716,000. Reported operating loss of £385,000 (2021: £4,487,000 Profit) and a loss before tax of £3,479,000 (2021: Profit before tax £569,000) was achieved in the year.

The Directors are satisfied with how the Group is adjusting to the growing economic headwinds and believe the initiatives to evolve and harmonise working practices and processes alongside investment in service delivery and technology put in place and planned for the following fiscal year position the Group well for returning to profitability.

Principal risks and uncertainties

The principal risks facing the business are similar for all companies within the market which the Group operates. These risks are the level of competition for new contracts, pressures on pricing and competitive labour markets. The Directors manage these risks by detailed and regular monitoring of turnover and gross margins, as well as regular employee engagement programmes and communications.

The Directors consider that the Group is well placed for future growth. The Group continues to develop business opportunities in new markets and sectors as well as expanding its core service offering.

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2022**

The Group has seen pre COVID-19 volumes return. At the end of the year the pandemic has minimal impact on business performance. Wage and fuel inflation lead to higher costs during the second half of the year with further increase anticipated from general inflation. Apart from the global economic consequences of conflict the Ukraine crisis has not had a direct impact on the Group's financial performance. The Directors are confident that the Group is well placed to address a worsening of economic conditions.

Financing

Principle funding is provided by the Ultimate Parent, TVS Supply Chain Solutions Limited (incorporated in India). An external fleet hire purchase agreement remains in place.

To fund growth the Group drew down £3,300,000 from its Ultimate Parent, TVS Supply Chain Solutions Limited (incorporated in India).

The Group's liquidity is regularly analysed and monitored with the Directors are confident about the Group's liquidity. Should it be required, the Group is able to drawdown further funds from its Ultimate Parent, TVS Supply Chain Solutions Limited (incorporated in India).

Directors' statement of compliance with duty to promote the success of the Group

This statement describes how the Directors have approached their responsibilities under s172 (1)(a) to (f) of the Companies Act 2006 for the year ended 31 March 2022.

The main stakeholders of the business include employees, shareholders, customers, suppliers and lenders.

The Directors consider that they have acted in good faith to promote the success of the Group on behalf of its stakeholders in relation to the matters set out in s172 of the Companies Act 2006.

The Directors monitor and review strategic objectives against long term growth plans. Regular reviews are held across key business areas, including financial performance, risk and opportunities, health and safety, human resources, and operations. The performance of the Group is reviewed regularly at department and board meetings. Decisions are made with thought of likely consequences and all impacts on the business in the long term.

The core principle of the Group is ensuring transparent conduct which reflects fairness in all dealings with employees, customers, and suppliers.

The Company has a policy of equal opportunities in all aspects of employment. Employees are kept informed of matters of concern to them in a variety of ways, including newsletters, email updates, meetings, and verbal communication to staff. These communications help achieve a common awareness among employees regarding the performance of the Company. The Directors understand that it is critical to engage with employees on matters of concern, which evolve to meeting the changing needs of the business. The policy of the Company is to consult, and discuss matters with employees and to resolve any problems in accordance with the relevant procedures and legislation. The consultation includes employee engagement surveys and focus groups.

The Company is committed to an equal opportunities policy in respect of all stakeholders. The Company endeavours to ensure that all stakeholders receive the same standard of service and disabled employees or potential employees are afforded the same treatment and opportunities as other employees or potential employees.

The customers and suppliers are fundamental to the success of the Group. The Group strives to continually improve and strengthen its offering for the mutual benefit of all stakeholders. This is communicated across the Group which has a growing digital presence with all our latest news available on the Group's website <https://www.ricogroup.global/>.

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2022**

The Directors' intentions are to behave responsibly towards all stakeholders and to treat them fairly and equally to ensure that they all benefit from the success of the Group.

The Directors have overall responsibility for determining the purpose, values and strategy of the Group and for ensuring high standards of governance. The primary aim of the Directors is to promote the long-term sustainable success of the Group, thus generating value for all stakeholders. Regular reporting to the Ultimate Parent of the Group, TVS Supply Chain Solutions Limited (Incorporated in India) is undertaken with regards to the Group's performance and contribution to the wider group. The Group closely monitors decisions made and the Directors also participate in meetings with management of the Ultimate Parent. The Directors will continue to review and improve engagement with all stakeholders.

Key decisions during the year
Employment protection

Impact assessment on stakeholders

To preserve employment during the COVID-19 crisis the Directors elected to utilize furlough schemes made available by various Governments.

New service offerings

All new contracts won are an important part of the Group's growth and the Directors have taken consideration that new services deployment are within the Group's core capabilities to prevent/minimise any impact on the stakeholders.

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2022**

Greenhouse gas emissions, energy consumption and energy efficiency

This is the first year that the Group has quantified its Scope 1, 2 and 3 emissions.

	Year ended 31 Mar 2022	Year ended 31 March 2021
UK emissions from	Tonnes CO2	Tonnes CO2
Scope 1 (Direct)	10,143	9,239
Scope 2 (Energy Indirect)	1,187	1,085
Scope 3 (Other Indirect)	5,141	5,286
Total	16,471	15,610
UK energy consumed	kWh	kWh
Electricity	4,637,032	4,237,036
Gas combustion	2,804,231	2,548,824
Fuel consumption	3,592,007	3,272,461
Group's Intensity Measurement	Tonnes	Tonnes
Total CO2 emissions per £'m revenue	88.1	94.6
Total CO2 emissions per employee	10.4	10.0

Consumption data was determined by using invoices, meter data from suppliers, and estimating fuel usage based on expenditure. Emissions were determined by applying UK Government conversion factors to energy consumption values then aggregating the totals.

Carbon Intensity

Energy consumption increased as pre-COVID activity volumes returned and operational footprint grew.

Where feasible the Group enables office based employees to work from home, although the extent of WFH has reduced post pandemic. The majority of Internal and external meetings switched from face-to-face to video conferencing. These cultural shifts resulted in a significant reduction of commuting and business travel. Post COVID-19 crisis the Group is committed to minimizing such travel.

During the pandemic the reduction of employees on site did not lead to a significant reduction in energy consumption as utility services demand is driven by sites rather than headcount. The Directors continue their commitment to adopting energy efficient utility infrastructures, sourcing of green energy, and promoting energy awareness at the workplace. The Directors are also mindful of the increase of energy usage by employees working from home.

ON BEHALF OF THE BOARD:


.....
Mr S Sharma - Director

16/06/2022
.....
Date

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

**GROUP DIRECTORS REPORT
FOR THE YEAR ENDED 31 MARCH 2022**

The Directors have pleasure in submitting their report together with the audited financial statements for Rico Logistics Limited ("the Group") for the year ended 31 March 2022. Rico Logistics Limited ("the Company") is a private Company limited by shares and is domiciled in the UK.

PRINCIPAL ACTIVITY

The principal activity of the Group continued to be that of the supply of technical services combined with storage and distribution primarily to the IT and associated industries. The principal activity of the Company is parts logistics services.

The results for the year and the financial position of the Group are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2022 (2021: £nil).

DIRECTORS

The Directors shown below have held office during the period from 1 April 2021 to the date of this report.

Mr S Sharma	
Mr R Viswanathan	(appointed 24 June 2021)
Mr S Kameswaran	(appointed 24 June 2021)
Mr P G Yallop	(appointed 24 June 2021)
Mr T Gunn	(appointed 30 December 2021)
Mr M Seturaman	(appointed 2 February 2022)
Mr P Roberts	(resigned 24 June 2021)
Mr D Ramachandran	(resigned 24 June 2021)
Mr R Sargunraj	(resigned 24 June 2021)

FINANCIAL INSTRUMENTS

The Group's principal financial instruments during the year comprised cash, bank loans and various non-derivative financial instruments such as trade debtors and trade creditors that arise directly from its operations.

It is and has been throughout the year under review, the Group's policy that no trading in financial instruments be undertaken.

The Group uses financial instruments to manage financial and commercial risk wherever it is appropriate to do so. The main risks arising from the Group's financial instruments are interest rate risk, liquidity/cash flow risk and credit risk.

Interest rate risk:

The Group finances its operations by a mixture of retained profits and bank borrowings. Interest rate risk therefore arises on the bank borrowings.

Currency risk:

The Group does not face significant currency risk since the majority of its operations are UK-based and outside of the UK are done so with natural economics hedge, i.e. buy and sell in the same currency.

Liquidity risk/cash flow risk:

During the year, the Group's policy was to ensure continuity through bank loan and hire purchase funding with short term flexibility.

**GROUP DIRECTORS REPORT CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022**

Credit risk:

Credit risk arises from the possibility of customers and counterparties failing to meet their obligations to the Group. Debtor balances are monitored on an ongoing basis and provision is made for doubtful debts. At the reporting date, debtors which are not impaired are believed to be recoverable.

POLITICAL DONATIONS AND EXPENDITURE

The Group made no political donations during the year (2021: £nil).

The Group made charitable donations during the year of £215 (2021: nil).

ENVIRONMENT

The Group recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that might be caused by the Group's activities. The Group has quantified its emissions which are set out in the Group Strategic Report. The Directors continue their commitment to adopting energy efficient utility infrastructures, sourcing of green energy and promoting energy awareness at the workplace.

EMPLOYEES

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

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

DISABLED PERSONS

The Group's recruitment policy ensures fair and open recruitment practices which provide equal opportunity to secure employment within the Group – with reasonable adjustments if required. All necessary assistance with initial selection and training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, where possible, for retraining/re-deploying employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2022**

GOING CONCERN

In determining whether the Group's annual financial statements can be prepared on a going concern basis, the Directors have considered the Group's business activities, together with the factors likely to affect its future development, performance and position. The review also includes the financial position of the Company and the wider Group that the Company is part of, their short term and long term cash flows, liquidity position and borrowing facilities. The key factors considered by the Directors were as follows:

- The implications of changes to the economic environment on the Group's revenues and profits. The Company and wider Group undertakes monthly rolling forecasts for 18 months and a long range plan for 3 years in addition to weekly projections of cash flows. This allows the Group to target performance and identify areas of focus for management. These forecasts have been stress tested with two scenarios. Scenario 1 reduces revenues by 5% with a margin erosion of 0.5pp and 3% increase in overheads to reflect a worsening inflationary environment. Scenario 2 builds on this further by reducing revenues 15%, margin erosion of 1.5pp and increasing costs 5%. These stress tests show the Group has cash surplus and does not require any support from the Parent. However, the Company can rely on support from the Parent should it be required; and
- Failure of the Group to win new contracts and renewal of existing customers. The Group maintains an active business development pipeline and has continued to win new business in financial year 2022. Further to this the Group has continued to demonstrate to its customers that it is providing added value services to the customer's business.
- The impact of the competitive environment within which the Group's businesses operates; and
- The potential actions that could be taken in the event that revenues are worse than expected, to ensure that operating profit and cash flows are protected.

Changing economic conditions has a global impact. The Group was well placed to withstand the impact due to its diversity of sectors. The Group's versatility has presented new opportunities and has seen growth in its revenue from underlying trade from 31 March 2022. Courier, Technical Services, Spares Logistics and Specialist Transportation divisions collaboration resulted in winning new business in new sectors. The Technical Services division entered the North American market.

The Ultimate Parent, TVS Supply Chain Solutions Limited incorporated in India, along with its subsidiaries entered into a Facilities Agreement dated March 19, 2020 with a consortium of lenders. The revolving credit facility can be used by the subsidiaries to meet working capital requirements. As at 14 June 2022, TVS Logistics Investments UK Limited is utilising £43,761,000 of the available £49,511,000 revolving credit facility (2021: £49,511,000) with £20,000,000 being repaid during the financial year 2021. There have been no changes to the facility from 31 March 2022 to the date of signing. The facility is available to the Group until March 2023 with an option to extend with mutual consent. Further to this, there is a parental guarantee available for the repayment of the facility and therefore do not foresee any impact to operations.

The Directors confirm that, after due consideration they have reviewed the projections and forecasts to 30 September 2023 and the Company and the Group have adequate resources to continue in business for the foreseeable future. Accordingly, the annual report and financial statements for the year ended 31 March 2022 have been prepared on the going concern basis.

DISCLOSURE IN THE STRATEGIC REPORT

The Company has chosen, in accordance with the Companies Act 2006, s. 414C (11), 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 Director's report.

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2022**

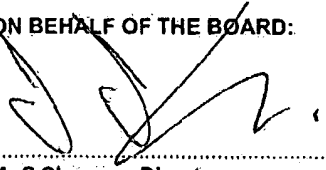
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:


.....
Mr S Sharma - Director

16/06/2022
.....
Date

**STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 MARCH 2022**

The Directors are responsible for preparing the Annual Report, Strategic Report, the Directors' Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare the group financial statements in accordance with International Financial Reporting Standards (IFRS) in conformity with the requirements of the Companies Act 2006 and applicable law and have elected to prepare the parent company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 Group and parent company and of their profit or loss for that period. In preparing each of the Group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the group financial statements, state whether they have been prepared in accordance with accordance with International Financial Reporting Standards (IFRS) in conformity with the requirements of the Companies Act 2006 and applicable law;
- for the parent company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

**INDEPENDENT AUDITORS TO THE MEMBERS OF RICO LOGISTICS LIMITED
FOR THE YEAR ENDED 31 MARCH 2022**

Opinion

We have audited the financial statements of Rico Logistics Ltd ('the parent company') and its subsidiaries (the 'group') for the year ended 31 March 2022 which comprises of the Consolidated Statement of Profit or Loss, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position; Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash flows and related Notes 1 to 29, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 March 2021 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, FRS 101 "Reduced Disclosure Framework"; and;
- the financial statements 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 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

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 30 September 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

**INDEPENDENT AUDITORS TO THE MEMBERS OF RICO LOGISTICS LIMITED
FOR THE YEAR ENDED 31 MARCH 2022**

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 this 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 the 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 the 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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 9, 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.

**INDEPENDENT AUDITORS TO THE MEMBERS OF RICO LOGISTICS LIMITED
FOR THE YEAR ENDED 31 MARCH 2022**

Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (IFRS and the Companies Act 2006) and the relevant direct and indirect tax compliance regulations in the United Kingdom and other European locations of operation. In addition, the Company has to comply with laws and regulations relating to its operations, including health and safety, furlough scheme rules, anti-bribery and corruption regulations and GDPR.
- We understood how Rico Logistics Ltd is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures, including at the subsidiary management level and Rico Group level. We corroborated our understanding through review of Board Minutes, and we understood controls put in place by management to reduce the opportunities for fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management in various parts of the business and understanding where they considered there was susceptibility to fraud. We considered the risk of management override and assumed revenue to be a fraud risk, specifically as a result of the varying revenue arrangements and manual journals posted to revenue accounts.
- We performed audit procedures to address each identified fraud risk or other risk of material misstatement and incorporated data analytics into our testing of manual journals including segregation of duties, and into our testing of revenue recognition. We tested specific transactions back to supporting documentation and third-party documentation where available.
- Based on this understanding we designed our audit procedures to identify noncompliance with laws and regulations. Our procedures involved testing journals identified by specific risk criteria. In addition, we completed procedures to conclude on the compliance of the disclosures in financial statements with the requirements of the relevant accounting standards. The results of our procedures did not identify any instances or irregularities, including fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://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.

Eddie Diamond (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor, Leeds

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 MARCH 2022**

	Notes	2022 £'000	2021 £'000
CONTINUING OPERATIONS			
Revenue	3	187,654	164,577
Cost of sales		<u>(138,522)</u>	<u>(114,665)</u>
GROSS PROFIT		49,132	49,912
Other operating income		94	1,617
Administrative expenses		<u>(49,611)</u>	<u>(47,043)</u>
OPERATING (LOSS)/ PROFIT		(385)	4,486
Finance costs	5	(3,094)	(3,930)
Finance income	5	<u>-</u>	<u>13</u>
(LOSS)/ PROFIT BEFORE INCOME TAX	6	(3,479)	569
Income tax	7	<u>(511)</u>	<u>(968)</u>
(LOSS)/PROFIT FOR THE YEAR		<u><u>(3,990)</u></u>	<u><u>(399)</u></u>
(Loss)/profit attributable to:			
Owners of the parent		(3,788)	(316)
Non-controlling interests		<u>(202)</u>	<u>(83)</u>
		<u><u>(3,990)</u></u>	<u><u>(399)</u></u>

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022**

	2022	2021
	£'000	£'000
(LOSS)/PROFIT FOR THE YEAR	(3,990)	(399)
OTHER COMPREHENSIVE INCOME		
Item that will not be reclassified to profit or loss:		
Exchange differences on foreign currency	<u>(165)</u>	<u>(204)</u>
Reserve transfer on acquisition	<u>-</u>	<u>-</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX	<u>(165)</u>	<u>(204)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>(4,155)</u>	<u>(603)</u>
Total comprehensive income attributable to:		
Owners of the parent	<u>(3,953)</u>	<u>(520)</u>
Non-controlling interests	<u>(202)</u>	<u>(83)</u>
	<u>(4,155)</u>	<u>(603)</u>

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31 MARCH 2022**

		2022	2021
	Notes	£'000	£'000
ASSETS			
NON-CURRENT ASSETS			
Goodwill	8	9,668	9,668
Owned			
Intangible assets	9	6,907	7,706
Property, plant and equipment	10	7,316	7,735
Right-of-use			
Property, plant and equipment	11	25,198	28,651
Investments	12	-	-
Trade and other receivables	14	<u>954</u>	<u>984</u>
		<u>50,043</u>	<u>54,744</u>
CURRENT ASSETS			
Inventories	13	5,034	4,800
Trade and other receivables	14	52,248	42,494
Tax receivable		-	-
Cash and cash equivalents	15	<u>10,822</u>	<u>9,178</u>
		<u>68,104</u>	<u>56,472</u>
TOTAL ASSETS		<u>118,147</u>	<u>111,216</u>
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	16	54	54
Other reserves	17	(1,351)	(758)
Retained earnings	17	<u>21,637</u>	<u>25,590</u>
		20,340	24,886
Non-controlling interests	12	<u>(486)</u>	<u>(284)</u>
TOTAL EQUITY		<u>19,854</u>	<u>24,602</u>

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION - CONTINUED
31 MARCH 2022

	Notes	2022 £'000	2021 £'000
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	20	22,777	24,741
Deferred tax	24	1,034	1,033
		<u>23,811</u>	<u>25,774</u>
CURRENT LIABILITIES			
Trade and other payables	18	33,453	19,088
Financial liabilities - borrowings			
Interest bearing loans and borrowings	20	40,766	41,567
Provisions	23	263	185
		<u>74,482</u>	<u>60,840</u>
TOTAL LIABILITIES		<u>98,293</u>	<u>86,614</u>
TOTAL EQUITY AND LIABILITIES		<u>118,147</u>	<u>111,216</u>

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



.....
Mr S Sharma - Director

Date: 16/06/2022

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

**COMPANY STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 MARCH 2022**

	2022 £'000	2021 £'000
CONTINUING OPERATIONS		
Revenue	114,441	92,450
Cost of sales	<u>(83,301)</u>	<u>(63,768)</u>
GROSS PROFIT	31,140	28,682
Other operating income	-	524
Administrative expenses	<u>(28,697)</u>	<u>(26,365)</u>
OPERATING PROFIT	2,443	2,841
Finance costs	(1,764)	(2,493)
Finance income	<u>-</u>	<u>10</u>
PROFIT BEFORE INCOME TAX	679	358
Income tax	<u>(9)</u>	<u>-</u>
PROFIT FOR THE YEAR	<u>670</u>	<u>358</u>
(Loss)/profit attributable to:		
Owners of the parent	670	358
Non-controlling interests	-	-
	<u>670</u>	<u>358</u>

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

**COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022**

	2022 £'000	2021 £'000
PROFIT FOR THE YEAR	670	358
OTHER COMPREHENSIVE INCOME		
Item that will not be reclassified to profit or loss:		
Exchange differences on foreign currency	(119)	(105)
Reserve transfer on acquisition	<u>-</u>	<u>-</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX	<u>(119)</u>	<u>(105)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>551</u>	<u>253</u>
Total comprehensive income attributable to:		
Owners of the parent	551	253
Non-controlling interests	<u>-</u>	<u>-</u>
	<u>551</u>	<u>253</u>

COMPANY STATEMENT OF FINANCIAL POSITION
31 MARCH 2022

	Notes	2022 £'000	2021 £'000
ASSETS			
NON-CURRENT ASSETS			
Goodwill	8	102	102
Owned			
Intangible assets	9	1,790	1,713
Property, plant and equipment	10	4,231	4,330
Right-of-use			
Property, plant and equipment	11	12,100	14,451
Investments		13,926	13,926
Trade and other receivables	14	153	148
Deferred tax	24	78	78
		<u>32,380</u>	<u>34,748</u>
CURRENT ASSETS			
Inventories	13	278	601
Trade and other receivables	14	56,744	51,361
Tax receivable		-	-
Cash and cash equivalents	15	6,656	3,777
		<u>63,678</u>	<u>55,739</u>
TOTAL ASSETS		<u>96,058</u>	<u>90,487</u>
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	16	54	54
Retained earnings	17	26,331	25,616
TOTAL EQUITY		<u>26,385</u>	<u>25,670</u>
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	20	11,018	12,507
CURRENT LIABILITIES			
Trade and other payables	18	22,556	17,845
Financial liabilities - borrowings			
Interest bearing loans and borrowings	20	35,848	34,291
Provisions	23	251	174
		<u>58,655</u>	<u>52,497</u>
TOTAL LIABILITIES		<u>69,673</u>	<u>64,817</u>
TOTAL EQUITY AND LIABILITIES		<u>96,058</u>	<u>90,487</u>

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


.....
Mr S Sharma - Director

16/06/2022
.....
Date

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

	Called up share capital £'000	Retained earnings £'000	Other reserves £'000
Balance at 1 April 2020	54	22,097	(35)
Changes in equity			
Total comprehensive expense	-	(520)	-
Foreign currency movement	-	-	(723)
Reserve transfer on acquisition	-	4,013	-
Changes in equity			
Balance at 31 March 2021	<u>54</u>	<u>25,590</u>	<u>(758)</u>
Changes in equity			
Total comprehensive expense	-	(3,953)	-
Foreign currency movement	-	-	(593)
Reserve transfer on acquisition	-	-	-
Balance at 31 March 2022	<u>54</u>	<u>21,637</u>	<u>(1,351)</u>

	Total £'000	Non-controlling interests £'000	Total equity £'000
Balance at 1 April 2020	22,116	3,807	25,923
Changes in equity			
Total comprehensive expense	(520)	(83)	(603)
Foreign currency movement	(723)	5	(718)
Reserve transfer on acquisition	4,013	(4,013)	-
Balance at 31 March 2021	<u>24,886</u>	<u>(284)</u>	<u>24,602</u>
Changes in equity			
Total comprehensive expense	(3,953)	(202)	(4,155)
Foreign currency movement	(593)	-	(593)
Reserve transfer on acquisition	-	-	-
Balance at 31 March 2022	<u>20,340</u>	<u>(486)</u>	<u>19,854</u>

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

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

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2020	54	20,883	20,937
Changes in equity			
Total comprehensive income	-	4,893	4,893
Translation reserve	-	(160)	(160)
Balance at 31 March 2021	<u>54</u>	<u>25,616</u>	<u>25,670</u>
Changes in equity			
Total comprehensive income	-	551	551
Translation reserve	-	164	164
Balance at 31 March 2022	<u>54</u>	<u>26,331</u>	<u>26,385</u>

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

	2022	2021
	£'000	£'000
Cash flows from operating activities		
Cash generated from operations 1	10,379	20,482
Interest paid	(3,094)	(3,930)
Tax received / (paid)	<u>(232)</u>	<u>530</u>
Net cash from operating activities	<u>7,053</u>	<u>17,082</u>
Cash flows from investing activities		
Purchase of intangible fixed assets	(548)	(1,657)
Purchase of tangible fixed assets	(1,377)	(3,444)
Sale of tangible fixed assets	142	-
Acquisition of non-controlling interests	-	(4,145)
Payment of Lease Liability	(6,295)	(6,306)
Interest received	<u>-</u>	<u>13</u>
Net cash from investing activities	<u>(8,078)</u>	<u>(15,539)</u>
Cash flows from financing activities		
New loans in year	-	125
Loan repaid	-	(1,270)
Amounts due to related party	-	-
Loan from holding company	3,300	2,639
Loan from bank	-	-
HP loan repayments	<u>(631)</u>	<u>(502)</u>
Net cash from financing activities	<u>2,669</u>	<u>992</u>
Increase/(decrease) in cash and cash equivalents	1,644	2,535
Cash and cash equivalents at beginning of year 2	9,178	6,643
	<u>10,822</u>	<u>9,178</u>
Cash and cash equivalents at end of year 2	<u>10,822</u>	<u>9,178</u>

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

1. RECONCILIATION OF (LOSS)/PROFIT BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	2022 £'000	2021 £'000
(Loss)/profit before income tax	(3,479)	569
Depreciation charges	1,732	1,725
Loss on disposal of fixed assets	-	(49)
Amortisation	1,347	1,649
Provision for doubtful debts	32	(45)
Exchange gain / loss	(758)	(927)
Amortisation of right of use assets	6,527	6,728
Increase / (Decrease) in provisions	79	(87)
Finance costs	3,094	3,930
Finance income	-	(13)
	<u>8,574</u>	<u>13,480</u>
Increase in inventories	(234)	(101)
Decrease/(increase) in trade and other receivables	(9,757)	5,774
Increase in contract assets	(3,074)	(7,154)
Increase/(decrease) in trade and other payables	12,426	(210)
Increase in contract liabilities	<u>2,444</u>	<u>8,693</u>
Cash generated from operations	<u>10,379</u>	<u>20,482</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 March 2022

	2022 £'000	2021 £'000
Cash and cash equivalents	<u>10,822</u>	<u>9,178</u>

Year ended 31 March 2021

	2021 £'000	2020 £'000
Cash and cash equivalents	<u>9,178</u>	<u>6,643</u>

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

1. STATUTORY INFORMATION

Rico Logistics Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

Rico Logistics Limited ("the Company") is a limited company domiciled and incorporated in England.

The address of the Company's registered office and place of business is Unit 4 Kennet House, Langley Quay, Waterside Drive, Slough, Berkshire, SL3 6EY.

The principal activity of the Group and Company during the year is described in the directors' report.

The Group consists of Rico Logistics Limited and all of its subsidiaries.

The Group's and the Company's financial statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards (IFRS) in conformity with the requirements of the Companies Act 2006. The presentation currency of these financial statements is sterling. All monetary amounts in the financial statements have been rounded to the nearest £1,000.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

2. ACCOUNTING POLICIES

Basis of measurement

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: financial instruments classified as fair value through the profit or loss.

Basis of consolidation

Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Transactions eliminated on consolidation:

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable for sale of goods and services to external customers in the ordinary nature of the business in accordance with IFRS15. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates. Revenue is shown net of Value Added Tax. Revenue is recognised once goods have been despatched or services provided and is representative of the Group fulfilling its contractual performance obligations with regards to activities performed under each contractual arrangement.

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

2. ACCOUNTING POLICIES - continued

Contracts contain various performance obligations, for which each distinctive performance obligation is separately identified. At inception, consideration is assigned to each performance obligation on the basis of the stand-alone selling price. Contracts include both variable and fixed consideration which the Company invoices on a monthly basis after assessing the delivery of each performance obligation. Any contingent consideration is recognised when it is highly probable the Company will receive the consideration and the value can be reliably measured.

Government grants

The company received government grants in respect of the job retention scheme. These grants are recognised at the fair value on a receivable basis.

Property, plant and equipment

Recognition and measurement:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure:

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the reducing balance method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Leasehold improvements are amortised on a straight line basis over the useful life of the asset or the lease period whichever is lower.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets and are different from those prescribed in Schedule II of the Act.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Business combinations

Subject to the transitional relief in IFRS 1, all business combinations are accounted for by applying the acquisition method. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

Acquisitions prior to 1 April 2016 (date of transition to IFRSs):

IFRS 1 grants certain exemptions from the full requirements of Adopted IFRSs in the transition period. The Group and Company elected not to restate business combinations that took place prior to 1 April 2016. In respect of acquisitions prior to 1 April 2016, goodwill is included at 1 April 2016 on the basis of its deemed cost, which represents the amount recorded under UK GAAP which was broadly comparable save that only separable intangibles were recognised and goodwill was amortised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

Acquisitions and disposals of non-controlling interests

Acquisitions and disposals of non-controlling interests that do not result in a change of control are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognised as a result of such transactions. The adjustments to non-controlling interests are based on a proportionate amount of the net assets of the subsidiary. Any difference between the price paid or received and the amount by which non-controlling interests are adjusted is recognised directly in equity and attributed to the owners of the parent.

Goodwill and other intangibles

Goodwill:

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated equity accounted investees. Goodwill is not amortised but is tested annually for impairment, with the impairment review being completed as a single cash generating unit.

Research and development:

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group intends to and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes.

Other intangible assets:

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation:

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use.

The estimated useful lives are as follows:

Customer relationships	10 Years
Brands	10 Years
Computer software	10 Years

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Improvements to property	Over lease term
Fixtures, fittings and equipment	20% reducing balance
Computer equipment	20% reducing balance

Financial instruments

Classification of financial instruments issued by the Group

Following the adoption of IFRS9, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Trade and other receivables:

Trade receivables are measured at amortised cost using the effective interest method, less any allowance for expected credit losses. When assessing recoverability the Directors consider the aging of receivables, past experience of recoverability, and the credit profile of individuals or Companies when calculating a provision for expected credit loss. Provisions for expected credit losses are measured at each reporting date.

Trade and other payables:

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents:

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Interest-bearing borrowings:

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

Financial assets

Trade debtors:

Trade debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price. Trade debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

Where the arrangement with a trade debtor constitutes a financing transaction; the debtor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

A provision for impairment of trade debtors is established when there is objective evidence that the amounts due will not be collected according to the original terms of the contract. Impairment losses are recognised in profit or loss for the excess of the carrying value of the trade debtor over the present value of the future cash flows discounted using the original effective interest rate. Subsequent reversals of an impairment loss that objectively relate to an event occurring after the impairment loss was recognised, are recognised immediately in profit or loss.

Trade receivables are measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Expected credit losses are measured at each reporting date following a risk based and ageing based probability-weighted estimate of the potential credit loss.

Stock:

Stocks are stated at the lower of cost and net releasable value. Cost is based on purchases on a FIFO basis. Work in progress and finished goods include labour and attributable overheads. Provisions for impairment are made immediately upon recognition.

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES – continued

Equity instruments:

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Trade creditors:

Trade creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a trade creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

Borrowings:

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in interest payable and other similar charges.

Derecognition of financial assets and liabilities:

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, 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. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Provisions

Provisions are recognised when the Group has an obligation at the reporting date as a result of a past event which it is probable will result in the transfer of economic benefits and that obligation can be estimated reliably.

Provisions are measured at the best estimate of the amounts required to settle the obligation. Where the effect of the time value of money is material, the provision is based on the present value of those amounts, discounted at the pre-tax discount rate that reflects the risks specific to the liability. The unwinding of the discount is recognised within interest payable and similar charges.

Inventories

Inventories consist of packing materials, stores, stock in trade and spare parts and are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The comparison of cost and net realisable value is made on an item by item basis.

Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

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

2. ACCOUNTING POLICIES - continued

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of the Group companies at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI)
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective
- qualifying cash flow hedges to the extent that the hedges are effective.

Functional and presentational currencies

The consolidated financial statements are presented in sterling which is also the functional currency of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2021

2. ACCOUNTING POLICIES - continued

Adopted IFRS not yet applied

The following Adopted IFRSs have been issued but have not been applied by the Group in these financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated:

- Annual Improvements to IFRS Standards 2018-2020 Cycle (effective date for annual periods beginning on or after 1 January 2022). The amendments included: IFRS 1 First-time Adoption of International Financial Reporting Standards—Subsidiary as a first-time adopter, IFRS 9 Financial Instruments—Fees in the '10 per cent' test for derecognition of financial liabilities, IFRS 16 Leases—Lease incentives & IAS 41 Agriculture—Taxation in fair value measurements
- Amendments to IAS 37: Onerous Contracts—Cost of Fulfilling a Contract (effective for annual periods beginning on or after 1 January 2022)
- Amendments to IAS 16: Property, Plant and Equipment: Proceeds before Intended Use (effective for annual periods beginning on or after 1 January 2022)
- Amendments to IFRS 3: Reference to the Conceptual Framework (effective for annual periods beginning on or after 1 January 2022).
- Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (effective for annual periods beginning on or after 1 January 2023).
- IFRS 17 Insurance contracts (IFRS 17 was issued in 2017, with amendments published in 2020 and 2021, and is required to be adopted for annual reporting periods beginning on or after January 1, 2023)

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The Right of use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option.

In addition, the Right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

Incremental borrowing rate is considered to be as follows based on the Company's current access to borrowing:

- All leases that are less than 5 years - 4.5% discount rate
- All leases that are more than 5 years - 6% discount rate

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

2. ACCOUNTING POLICIES - continued

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company has elected to apply the practical expedient not to recognise Right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

Hire purchase

An asset and corresponding liability are recognised for leasing agreements that transfer to the Group substantially all of the risks and rewards incidental to ownership (finance leases). The amount capitalised is the fair value of the leased asset or, if lower, the present value of the minimum lease payments payable during the lease term, both determined at inception of the lease. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit and loss so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are expensed as incurred.

All other leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

Rent free periods or other incentives received for entering into an operating lease are accounted for as a reduction to the expense and are recognised, on a straight-line basis over the lease term.

Employee benefit costs

The costs of short-term employee benefits are recognised as a liability and an expense.

The best estimate of the expenditure required to settle an obligation for termination benefits is recognised immediately as an expense when the Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company and its subsidiaries in various geographies make contributions, generally determined as a specified percentage of employee salaries, in respect of qualifying employees in accordance with the local laws and regulations in the respective countries which are defined contribution plans. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liabilities

Contingent liability is disclosed for all:

- possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company (or)
- present obligations arising from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or a sufficiently reliable estimate of the amount of the obligation cannot be made.

In respect of contingent assets for which inflow of economic benefits are probable, the Company discloses a brief description of the nature of the contingent assets at the end of the year, and, where practicable, an estimate of their financial effect.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

Impairment excluding inventories and deferred tax assets

Financial assets (including receivables):

Financial assets are assessed for indicators of credit losses at each reporting date. A financial asset is 'credit impaired' where there is objective evidence that, as a result of one or more event that occurred after initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

ECL's are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group has considered the credit risk on amounts owed from group undertakings and this is considered to be extremely low risk on the basis that there have been no recent credit losses on such balances. Therefore, the ECL model has not been applied to such balances.

Financial assets are derecognised only when the contractual rights to 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.

Non-financial assets:

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or ("CGU"). Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and Estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed.

The Group evaluates the collectability of trade debtors and records provisions for doubtful debts based on a combination of the relative age of the debt and the debtors financial standing along with consideration being made of the actual write-off history. The actual level of debt collected may differ from the estimated levels of recovery and could impact future operating results positively or negatively. The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the total tax charge necessarily involves a degree of estimation and judgement in respect of certain items. The final outcome of some of these items may give rise to profit and loss and/or cash flow variances.

Provisions have been made for dilapidations. These provisions are estimates and the actual costs and timing of future cash flows are dependent on future events. The difference between expectations and the actual future liability will be accounted for in the period when such determination is made.

The Group performs impairment reviews of Intangible Assets. Future cash generation is estimated based on assumptions of revenue and cost development and working capital requirements. The reviews are subjective to sensitivity scenarios to stress test the forecasts.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the year is included wherever necessary.

Going concern

In determining whether the Group's annual financial statements can be prepared on a going concern basis, the Directors have considered the Group's business activities, together with the factors likely to affect its future development, performance and position. The review also includes the financial position of the Company and the wider Group that the Company is part of, their short term and long term cash flows, liquidity position and borrowing facilities. The key factors considered by the Directors were as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

2. ACCOUNTING POLICIES - continued

- The Implications of changes to the economic environment on the Group's revenues and profits. The Company and wider Group undertakes monthly rolling forecasts for 18 months and a long range plan for 3 years in addition to weekly projections of cash flows. This allows the Group to target performance and identify areas of focus for management. These forecasts have been stress tested with two scenarios. Scenario 1 reduces revenues by 5% with a margin erosion of 0.5pp and 3% increase in overheads to reflect a worsening inflationary environment. Scenario 2 builds on this further by reducing revenues 15%, margin erosion of 1.5pp and increasing costs 5%. These stress tests show the Group has cash surplus and does not require any support from the Parent; and

- Failure of the Group to win new contracts and renewal of existing customers. The Group maintains an active business development pipeline and has continued to win new business in financial year 2022. Further to this the Group has continued to demonstrate to its customers that it is providing added value services to the customer's business.

- The impact of the competitive environment within which the Group's businesses operates; and

- The potential actions that could be taken in the event that revenues are worse than expected, to ensure that operating profit and cash flows are protected.

Changing economic conditions has a global impact. The Group was well placed to withstand the impact due to its diversity of sectors. The Group's versatility has presented new opportunities and has seen growth in its revenue from underlying trade from 31 March 2022. Courier, Technical Services, Spares Logistics and Specialist Transportation divisions collaboration resulted in winning new business in new sectors. The Technical Services division entered the North American market.

The Ultimate Parent, TVS Supply Chain Solutions Limited incorporated in India, along with its subsidiaries entered into a Facilities Agreement dated March 19, 2020 with a consortium of lenders. The revolving credit facility can be used by the subsidiaries to meet working capital requirements. As at 14 June 2022, TVS Logistics Investments UK Limited is utilising £43,761,000 of the available £49,511,000 revolving credit facility (2021: £49,511,000) with £20,000,000 being repaid during the financial year 2021. There have been no changes to the facility from 31 March 2022 to the date of signing. The facility is available to the Group until March 2023 with an option to extend with mutual consent. Further to this, there is a parental guarantee available for the repayment of the facility and therefore do not foresee any impact to operations.

The Directors confirm that, after due consideration they have a reasonable expectation that the Company and the Group have adequate resources to continue in business to at least 30 September 2023. Accordingly, the annual report and financial statements for the year ended 31 March 2022 have been prepared on the going concern basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

3. REVENUE

Segmental reporting

The geographical information analyses the Company's revenues and non-current assets by the Company's country of domicile and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segment assets have been based on the geographical location of the assets.

	2022 £'000	2021 £'000
UK	140,363	115,373
Rest of World	47,291	49,204
	<u>187,654</u>	<u>164,577</u>

Revenue from contracts with customers

Revenue from the Company's customer, National Cash Registers Individually accounts for more than 10% of the revenue at £28.7m (2021 : £28.1m). No other customer's revenue individually accounts for more than 10% of revenue.

4. EMPLOYEES AND DIRECTORS

	2022 £'000	2021 £'000
Wages and salaries	43,326	42,846
Social security costs	6,019	5,775
Other pension costs	1,071	815
Expense arising from equity-settled share-based payment transactions	90	89
	<u>50,506</u>	<u>49,525</u>

The average number of employees during the year was as follows:

	2022	2021
Directors	3	1
Sales and administration	455	449
Operations	1,122	1094
	<u>1,580</u>	<u>1,544</u>

	2022 £'000	2021 £'000
Total Director's remuneration	567	140
Director's pension contributions to money purchase schemes	<u>25</u>	<u>2</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

4. EMPLOYEES AND DIRECTORS Continued

	2022 £'000	2021 £'000
Highest Director's remuneration	209	140
Director's pension contributions to money purchase schemes	13	2
Share Based Payments for Directors Remuneration	<u>13</u>	<u>28</u>

5. NET FINANCE COSTS

	2022 £'000	2021 £'000
Finance income:		
Deposit account interest	<u>-</u>	<u>13</u>
Finance costs:		
Bank interest	12	164
Interest charges	986	1,509
Bank charges	121	161
Cost relating to lease liability under IAS	1,813	1,934
Hire purchase	<u>162</u>	<u>162</u>
	<u>3,094</u>	<u>3,930</u>
Net finance costs	<u>3,094</u>	<u>3,917</u>

6. PROFIT/(LOSS) BEFORE INCOME TAX

The loss before taxation (2021 profit before taxation) is stated after charging/(crediting):

	2022 £'000	2021 £'000
Cost of inventories recognised as expense	5,647	6,818
Amortisation of intangibles	1,347	1,649
Depreciation - owned assets	1,181	1,095
Depreciation - HP assets	550	630
Depreciation - right of use assets	6,527	6,728
Audit of these financial statements	75	75
Audit of financial statements of subsidiaries of the Company	105	105
(Gain)/loss on disposal of fixed assets	(36)	(48)
Furlough grant income received	(94)	(1,617)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

7. INCOME TAX

Analysis of tax expense/(Income)

	2022 £'000	2021 £'000
Current tax: Tax	497	700
Deferred tax	<u>14</u>	<u>268</u>
Total tax expense/(income) in consolidated statement of profit or loss	<u>511</u>	<u>968</u>

Factors affecting the tax expense

The tax assessed for the year is higher (2021: higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	2021 £'000	2020 £'000
Profit/(loss) before income tax	<u>(3,479)</u>	<u>569</u>
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	(661)	108
Effects of:		
Non-deductible expenditure	820	732
Other timing differences	65	150
Tax losses utilised	(106)	(159)
Tax losses carried forward	<u>393</u>	<u>137</u>
Tax expense/(income)	<u>511</u>	<u>968</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

8. GOODWILL

Group	Goodwill £'000
COST	
At 1 April 2021 and 31 March 2022	<u>9,668</u>
NET BOOK VALUE	
At 31 March 2022	<u>9,668</u>
At 31 March 2021	<u>9,668</u>
Company	Goodwill £'000
COST	
At 1 April 2021 and 31 March 2022	<u>398</u>
AMORTISATION	
At 1 April 2021	296
Charge for year	<u> </u>
At 31 March 2022	<u>296</u>
NET BOOK VALUE	
At 31 March 2022	<u>102</u>
At 31 March 2021	<u>102</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

9. INTANGIBLE ASSETS

Group	Brands £'000	Development costs £'000	Customer relations £'000	Totals £'000
COST				
At 1 April 2021	1,324	3,434	7,653	12,411
Additions	-	548	-	548
At 31 March 2022	<u>1,324</u>	<u>3,982</u>	<u>7,653</u>	<u>12,959</u>
AMORTISATION				
At 1 April 2021	379	1,840	2,486	4,705
Amortisation for year	131	435	781	1,347
At 31 March 2022	<u>510</u>	<u>2,275</u>	<u>3,267</u>	<u>6,052</u>
NET BOOK VALUE				
At 31 March 2022	<u>814</u>	<u>1,707</u>	<u>4,386</u>	<u>6,907</u>
At 31 March 2021	<u>945</u>	<u>1,594</u>	<u>5,167</u>	<u>7,706</u>
Company				
	Brands £'000	Development costs £'000	Customer relations £'000	Totals £'000
COST				
At 1 April 2021	53	3,434	65	3,552
Additions	-	548	-	548
At 31 March 2022	<u>53</u>	<u>3,982</u>	<u>65</u>	<u>4,100</u>
AMORTISATION				
At 1 April 2021	25	1,814	-	1,839
Amortisation for year	6	451	14	471
Re-classification	(6)	10	(4)	-
At 31 March 2022	<u>25</u>	<u>2,275</u>	<u>10</u>	<u>2,310</u>
NET BOOK VALUE				
At 31 March 2022	<u>28</u>	<u>1,707</u>	<u>55</u>	<u>1,790</u>
At 31 March 2021	<u>28</u>	<u>1,620</u>	<u>65</u>	<u>1,713</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED.
FOR THE YEAR ENDED 31 MARCH 2022

10. PROPERTY, PLANT AND EQUIPMENT

Group

	Improvements to property	Fixtures and fittings	Total
	£'000	£'000	£'000
COST			
at 1 April 2021	6,240	10,628	16,868
Additions	155	1,222	1,377
Disposals	-	(142)	(142)
Restatement	-	-	-
At 31 March 2022	<u>6,395</u>	<u>11,708</u>	<u>18,103</u>
DEPRECIATION			
At 1 April 2021	2,750	6,383	9,133
Charge for year	698	1,046	1,744
Eliminated on disposal	-	(90)	(90)
At 31 March 2022	<u>3,448</u>	<u>7,339</u>	<u>10,787</u>
NET BOOK VALUE			
At 31 March 2022	<u>2,947</u>	<u>4,369</u>	<u>7,316</u>
At 31 March 2021	<u>3,490</u>	<u>4,245</u>	<u>7,735</u>

Company

	Improvements to property	Fixtures and fittings	Computer equipment	Totals
	£'000	£'000	£'000	£'000
COST				
at 1 April 2021	2,771	6,245	305	9,321
Additions	79	256	192	527
Disposals	-	-	-	-
At 31 March 2022	<u>2,850</u>	<u>6,501</u>	<u>497</u>	<u>9,848</u>
DEPRECIATION				
At 1 April 2021	173	4,771	47	4,991
Charge for year	177	372	77	626
Eliminated on disposal	-	-	-	-
At 31 March 2022	<u>350</u>	<u>5,143</u>	<u>124</u>	<u>5,617</u>
NET BOOK VALUE				
At 31 March 2022	<u>2,500</u>	<u>1,358</u>	<u>373</u>	<u>4,231</u>
At 31 March 2021	<u>2,598</u>	<u>1,474</u>	<u>258</u>	<u>4,330</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

11. RIGHT OF USE ASSETS

Group

	Building £'000	Plant and machinery £'000	Totals £'000
COST			
At 1 April 2021	42,511	6,348	48,859
Additions	3,074	-	3,074
Re measurement	-	-	-
At 31 March 2022	<u>45,585</u>	<u>6,348</u>	<u>51,933</u>
DEPRECIATION			
At 1 April 2021	16,648	3,560	20,208
Charge for year	5,576	951	6,527
At 31 March 2022	<u>22,224</u>	<u>4,511</u>	<u>26,735</u>
NET BOOK VALUE			
At 31 March 2022	<u>23,361</u>	<u>1,837</u>	<u>25,198</u>
At 31 March 2021	<u>25,863</u>	<u>2,788</u>	<u>28,651</u>

Company

	Building £'000
COST	
At 1 April 2021	23,038
Additions	503
At 31 March 2022	<u>23,541</u>
DEPRECIATION	
At 1 April 2021	8,587
Charge for year	2,854
At 31 March 2022	<u>11,441</u>
NET BOOK VALUE	
At 31 March 2022	<u>12,100</u>
At 31 March 2021	<u>14,451</u>

The Group has lease contracts for various items of plant, machinery, vehicles and other equipment used in its operations. Leases of plant and machinery generally have lease terms between 3 and 15 years, while motor vehicles and other equipment generally have lease terms between 3 and 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios.

The Group also has certain leases of machinery and office equipment with lease terms of 12 months. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The carrying amounts of Right of use assets recognised and the movements during the period are set out in the table above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

12. INVESTMENTS

The companies in which the Company's interest is more than 20% Ordinary shares are as follows:

Name of Subsidiary	Registered Address	Country of incorporation	Ownership Interest	
			31 March 2022	31 March 2021
SPC International Limited	Unit 4, Kennet House, Langley Quay, Waterside Drive, Slough, UK, SL3 6EY	UK	100.00%	100.00%
Triage Holdings Limited **	Unit 4, Kennet House, Langley Quay, Waterside Drive, Slough, UK, SL3 6EY	UK	100.00%	100.00%
Tri-Tec Support Limited	Unit 10B Airways Industrial Estate Santry, Dublin 9, Eire	Ireland	100.00%	100.00%
TVS SCS Rico Italia	TVS SCS RICO ITALIA SRL A SOCIO UNICO, Viale Papiniano 22/B, 20123 Milan (Italy)	Italy	100.00%	100.00%
Ricochet Spain	C/Islandia, 10 28821 Coslada - Madrid - Spain	Spain	100.00%	100.00%
Rico Logistique France	Unit A1-B2, Batiment 14, Z.I Garonor, 93600 Aulnay Sous Bois, Paris	France	100.00%	100.00%
Rico Logistics Limited	Unit 2, Block V Regents Park Ind Est 391 Park Road, NSW 2143, Australia	Australia	100.00%	100.00%
Circle Express Limited	Unit 4, Kennet House, Langley Quay, Waterside Drive, Slough, UK, SL3 6EY	UK	95.00%	95.00%
Step-down subsidiaries:				
Pitcomp 171 Limited ***	1st Floor, Beasley Court, 3 Warwick Place, Uxbridge, Middlesex, UK, UB8 1PE	UK	100.00%	100.00%
SPC EBT Trustees Limited ***	1st Floor, Beasley Court, 3 Warwick Place, Uxbridge, Middlesex, UK, UB8 1PE	UK	100.00%	100.00%
SPC International Inc	4777 Aviation Parkway Suite H, Atlanta, GA 30349, USA	USA	100.00%	100%

RICO LOGISTICS LIMITED (REGISTERED NUMBER: 02869014)

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

SPC International SRO	Obchodná 15 (4915, 921 01 Piešťany, Slovakia)	Slovakia	100.00%	100%
Triage Service Limited	Unit 4, Kennet House, Langley Quay, Waterside Drive, Slough, UK, SL3 6EY	UK	100.00%	100.00%
SPC International (Engineering) Limited ***	1st Floor, Beasley Court, 3 Warwick Place, Uxbridge, Middlesex, UK, UB8 1PE	UK	100.00%	100.00%
Eltec IT Services S.L.U	Calle Marie Curie, 19; 28521 Rivas Vaciamadrid; Spain	Spain	100.00%	100.00%
Tri-Tec Computer Support Limited ***	Unit 5/7, Coastal Warehouse, 83 Dargain Road, Belfast, BT3 9JU	Northern Ireland	100.00%	100.00%

Companies denoted with *** are dormant companies. Companies denoted with ** are holding companies. All other companies are trading entities.

Non-Controlling Interests

The following table summarises the information relating to the Group's subsidiary with material Non-Controlling Interests, before intra-group eliminations.

	2022
	£'000
NCI percentage	5%
Non-current assets	8,906
Current assets	10,035
Non-current liabilities	(7,071)
Current liabilities	<u>(21,593)</u>
Total liabilities considered for NCI calculation	<u>(9,723)</u>
<i>Carrying amount of NCI</i>	(486)
Revenue	24,288
Profit/(loss)	(4,039)
OCI	<u>-</u>
Total comprehensive income	<u>(4,039)</u>
Profit/(loss) allocated to NCI	(202)
OCI allocated to NCI	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

13. INVENTORIES

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Stocks	5,034	4,751	278	601
Work-in-progress	-	49	-	-
	<u>5,034</u>	<u>4,800</u>	<u>278</u>	<u>601</u>

14. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Current:				
Trade debtors	33,735	24,406	17,053	14,565
Other debtors	2,500	3,715	151	1,299
Deferred tax asset	55	67	78	78
Amounts owed by group undertakings	1,213	463	30,702	27,885
Prepayments and accrued income	<u>14,745</u>	<u>13,843</u>	<u>8,838</u>	<u>7,612</u>
	<u>52,248</u>	<u>42,494</u>	<u>56,822</u>	<u>51,439</u>
Non-current:				
Other debtors	<u>954</u>	<u>984</u>	<u>153</u>	<u>148</u>
Aggregate amounts	<u>53,202</u>	<u>43,478</u>	<u>56,899</u>	<u>51,587</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

15. CASH AND CASH EQUIVALENTS

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Bank accounts	<u>10,822</u>	<u>9,178</u>	<u>6,656</u>	<u>3,777</u>

16. a) CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value:	2022	2021
Number:	Class:		£'000	£'000
45,826	Ordinary	£1	46	46
8,086	Ordinary A	£1	8	8
			<u>54</u>	<u>54</u>

The Ordinary and Ordinary A Shares are separate classes of shares for the purpose of the declaration of dividends. The declaration of a dividend in respect of one class of share shall not compel a dividend at the same rate to be declared in respect of any other class of share. In all other respects, the Ordinary and Ordinary A shares rank equally.

b) SHARE BASED PAYMENTS

The company does not provide any share based compensation to its employees. However, The Ultimate Parent (TVS Supply Chain Solutions Limited India) has a reward scheme, the Management Incentive Plan (MIP), whereby share options are granted to the management team which entitles them to purchase equity shares in the Ultimate Parent at a discounted price.

Grants made under the scheme are subject to the condition that the grantee remains employed by the Company from the time of the grant to the end of the vesting period.

Each share option converts into one ordinary share of the Ultimate Parent on exercise at an exercise price of 95 INR (Face value 100 INR) which is payable by the employee.

The vesting period is subject to a minimum vesting period of 1 year from the grant date but no later than 31 March 2023.

The options carry neither rights to dividends nor voting rights.

Options can be exercised at any time from the date of vesting to the date of their expiry.

Fair value of share options granted during the year

The weighted average fair value of the stock options granted during the year is ₹ 51.10 (MIP I) & ₹ 43.80 (MIP II)* (Previous year: ₹ 61.88 (MIP I)). Options were priced using a Black Scholes option valuation model & Monte Carlo simulation model for MIP I and II respectively. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations. Expected volatility is based on the historical share price volatility of guideline companies in developed and developing countries.

* Fair value option of equity shares issued under this grant is post share split with a face value of ₹ 1/- each.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

16 b) SHARE BASED PAYMENTS Continued

Inputs in to the model:

		MIP I	MIP I	MIP II - Pool A & Pool B	MIP II
Grant date		20-Nov-18	08-Feb-22	20-Nov-18	08-Feb-22
Grant date share price *	INR (₹)	96.40	127.70	96.40	127.70
	GBP (£)	1.06	1.32	1.06	1.32
Exercise price	INR (₹)	95.00	95.00	95.00	95.00
	GBP (£)	1.04	0.98	1.04	0.98
Option life		2.36 years	1 year	3.61 years	1.39 years
Dividend yield		0.15%	0.00%	0.15%	0.00%
Risk free interest rate		7.28%	4.40%	7.50%	4.35%

* Before adjustment for
lack of marketability

After giving effect of
share split

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year (excluding SARs):

	2022 Number	2022 WAEP	2021 Number	2021 WAEP
Outstanding 1 April	1,528,020	95	1,528,020	95
Granted during the year	814,010	95	-	-
Lapsed during the year*	(1,528,020)	95	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding 31 March	814,010	95	1,528,020	95
Exercisable 31 March	-	95	-	-

* During the year ended March 31, 2022 the Company has issued a modified MIP II scheme with modified vesting conditions and replaced with MIP II - Pool A & Pool B.

The share options outstanding at the end of the year had a weighted average exercise price of ₹ 95.00 and a weighted average remaining contractual life of 0.42 years (31 March 2021: 1.19 years).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

	2022	2021
	£'000	£'000
Expense arising from equity-settled share-based payment transactions	90	87
Total expense arising from share-based payment transactions	90	87

17. RESERVES

Group

	Retained earnings £'000	Other reserves £'000	Totals £'000
At 1 April 2021	25,590	(758)	24,832
Deficit for the year	(3,953)	-	(3,953)
Foreign currency movement	-	(593)	(593)
Reserve transfer on acquisition	-	-	-
At 31 March 2022	<u>21,637</u>	<u>(1,351)</u>	<u>20,286</u>

Company

	Retained earnings £'000
At 1 April 2021	25,616
Income for the year	551
Translation reserve	164
At 31 March 2022	<u>26,331</u>

Reserves of the group represent the following:

Other reserves

Foreign exchange gains and losses on the retranslation of the results and net assets of the Company's foreign subsidiaries are included in other reserves.

Cumulative profits and losses, net of distributions to owners.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

18. TRADE AND OTHER PAYABLES

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Current:				
Trade creditors	16,729	11,328	10,835	12,730
Social security and other taxes	2,611	2,726	2,999	3,627
Corporation tax	28	38	142	167
Other creditors	807	721	365	117
Accruals and deferred income	13,278	4,275	8,215	1,204
	<u>33,453</u>	<u>19,088</u>	<u>22,556</u>	<u>17,845</u>

19. OTHER FINANCIAL LIABILITIES

	2022 £'000	2021 £'000
Non Current:		
Financial liabilities designated as fair value through profit or loss	-	-
Current		
Financial liabilities designated as fair value through profit or loss	-	-
	<u>-</u>	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

20. FINANCIAL LIABILITIES - BORROWINGS

	Group		Company	
	2022	2021	2022	2021
	£'000	£'000	£'000	£'000
Current:				
Bank loans	-	-	-	-
Amounts owed to / from group	33,972	32,885	33,280	31,072
Leases (see note 21)	<u>6,794</u>	<u>8,682</u>	<u>2,568</u>	<u>3,219</u>
	<u>40,766</u>	<u>41,567</u>	<u>35,848</u>	<u>34,291</u>
Non-current:				
Leases (see note 21)	<u>22,777</u>	<u>24,741</u>	<u>11,018</u>	<u>12,507</u>

Terms and debt repayment schedule.

Group	Amounts owed to/ from group	Leases	Totals
	£'000	£'000	£'000
1 year or less	33,972	5,969	39,941
1-2 years	-	6,068	6,068
2-5 years	-	12,430	12,430
5 years or more	-	<u>8,438</u>	<u>8,438</u>
Total	<u>33,972</u>	<u>32,905</u>	<u>66,877</u>

Company	Amounts owed to/ from group	Leases	Totals
	£'000	£'000	£'000
1 year or less	32,180	2,568	34,748
1-2 years	-	11,018	11,018
2-5 years	-	-	-
5 years or more	-	-	-
Total	<u>32,180</u>	<u>13,586</u>	<u>45,766</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

21. LEASING

Group
Lease liabilities

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and Borrowings) and the movements during the period:

	2022 £'000	2021 £'000
Balance at the beginning of the year	31,569	29,182
Additions	3,075	8,693
Interest charge for the year	1,813	1,934
Payments made during the year	(8,109)	(8,240)
	<u>28,348</u>	<u>31,569</u>

The following are the amounts recognised in profit or loss:

	2022 £'000	2021 £'000
Depreciation expense of Right of use assets	6,527	6,728
Interest charged under IFRS16	1,813	1,934
Total amount recognised in the profit or loss	<u>8,340</u>	<u>8,662</u>

Due to the nature of the leases, there is potential that the Company has lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Set out below are the undiscounted potential future rental payments:

	2022 £'000	2021 £'000
Within 1 year	7,480	7,712
Within 1-5 years	18,499	20,509
More than 5 years	8,437	10,674
Total payments	<u>34,416</u>	<u>38,895</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

21. LEASING - continued

Company
Lease liabilities

Minimum lease payments fall due as follows:

	2022 £'000	2021 £'000
Gross obligations repayable:		
Within one year	3,293	3,219
Between one and five years	10,292	12,507
	<hr/>	<hr/>
	13,585	15,726
	<hr/>	<hr/>
Net obligations repayable:		
Within one year	3,293	3,219
Between one and five years	10,292	12,507
	<hr/>	<hr/>
	13,585	15,726
	<hr/>	<hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS

Financial Instruments- Fair value and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

The fair values of all financial assets and financial liabilities by class together with their carrying amounts shown in the balance sheet are as follows:

Year ending 31.03.2022:

	Fair value through P&L £'000	Amortised cost £'000	Total £'000
Financial assets	-	58,782	58,782
Financial liabilities	-	(93,670)	(93,670)
	-	(34,888)	(34,888)

Year ending 31.03.2021:

	Fair value through P&L £'000	Amortised cost £'000	Total £'000
Financial assets	-	46,153	46,153
Financial liabilities	-	(74,474)	(74,474)
	-	(28,321)	(28,231)

The carrying amounts of cash and bank balances, trade and other receivables, trade and other payables and amounts due to and from related parties approximate their fair values because these are short-term in nature. Such items have been classified as under amortized cost in above table.

Measurement of fair values

The fair value of financial assets and financial liabilities are included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Financial liabilities at amortised cost approximate their carrying amounts either due to their short-term maturities or because they are floating rate instruments that are repriced to market interest rates on or near the end of the reporting period.
- The fair value of unquoted debt securities is determined by reference to portfolio statements provided by third party fund managers. The appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs used in the valuations by management.
- Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS CONTINUED

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - unobservable inputs for the asset or liability.

Financial risk management

The Group has exposure to the following risks arising from financial instruments:

-Credit Risk

-Liquidity risk

-Market risk

Risk management framework

Credit risk

Financial risk management:

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The carrying amount of financial assets represents the maximum credit risk exposure at the reporting date. Trade receivables and unbilled revenue, if any are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors.

Trade receivables and loans:

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from external customers. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

On account of adoption of IFRS9, the Group uses an expected credit loss model to assess the impairment loss or gain. The Group has used a simplified approach for its trade receivables and other receivables to compute loss allowance. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of the Group's trade receivables, certain loans and advances and other financial assets.

No single customer accounted for more than 10% of the trade receivables as of 31 March 2022 and as such, there is no significant concentration of credit risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS CONTINUED

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables and loans:

As at 31.03.2022

	Gross Carrying amount £'000	Weighted -avg. loss rate	Loss Allowance £'000
Not due	18,820	0.34%	63
Past due 1-90 days	11,130	0.94%	104
Past due 90-180 days	2,301	4.95%	114
Past due 181-365 days	2,982	2.72%	81
Past due for more than 365 days	<u>3,244</u>	23.92%	<u>775</u>
Total	<u>38,477</u>		<u>1,137</u>

As at 31.03.2021

	Gross carrying amount £'000	Weighted -avg. loss rate	Loss Allowance £'000
Not due	26,696	0.00%	-
Past due 1-90 days	850	6.41%	54
Past due 90-180 days	535	5.74%	31
Past due 181-365 days	332	61.67%	205
Past due for more than 365 days	<u>1,044</u>	78.14%	<u>816</u>
Total	<u>29,457</u>		<u>1,106</u>

Movements in the allowance for impairment in respect of trade receivables and loans

The movement in the allowance for impairment in respect of trade receivables and loans is as follows:

	2022 £'000	2021 £'000
Balance at the beginning of the year	1,106	1,151
Add: Provision for the year	362	290
Less: Provision withdrawn against bad debts written off	<u>(331)</u>	<u>(335)</u>
Balance at end of the year	<u>1,137</u>	<u>1,106</u>

Cash and bank balances (includes amounts classified under other bank balances and deposits and other receivables).

The Group holds cash and bank balances of £10,822,000 at 31 March 2022 (31 March 2021: £9,178,000). The Group holds cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS CONTINUED

Liquidity risk

Exposure to liquidity risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

	Total	6 months or less	6-12 months	1-2 years	2-5 years
31.03.2022	£'000	£'000	£'000	£'000	£'000
Contractual cash flows					
Non-Derivative financial liabilities					
Unsecured loan from related party	33,972	16,986	16,986	-	-
Secured Term loan from Banks repaid	-	-	-	-	-
Unsecured finance lease obligation repaid	34,416	3,740	3,740	10,774	16,162
Other Trade payables	29,851	29,851	-	-	-
Other payables	277	277	-	-	-
	98,516	50,854	20,726	10,774	16,162

	Total	6 months or less	6-12 months	1-2 years	2-5 years
31.03.2021	£'000	£'000	£'000	£'000	£'000
Contractual cash flows					
Non-Derivative financial liabilities					
Unsecured loan from related party	30,255	15,128	15,127	-	-
Secured Term loan from Banks repaid	1,854	439	439	976	-
Unsecured finance lease obligation repaid	23,863	23,863	-	-	-
Other Trade payables	15,554	15,554	-	-	-
Other payables	3,935	3,935	-	-	-
	75,461	58,919	15,566	976	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS CONTINUED

Market risk

Financial risk management:

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates that can affect the Group's income or the value in its holdings of financial instruments

The Group does undertake hedge accounting as many of its transactions are made in a currency that is the functional currency of the related subsidiary entity and so there is a natural economic hedge present.

Foreign currency risk:

The Group's exposure to foreign currency risk is as follows. This is based on the carrying amount for monetary financial instruments:

Currency risk

Foreign exchange risk arises from a change in foreign currency exchange rate, which is expected to have an adverse effect on the Group in the current reporting period and in future years. The Group operates in several countries and subsidiary, associated and joint venture companies within the Group maintain their books and records in their respective functional currencies. The Group's accounting policy is to translate the results of overseas subsidiary companies using the weighted average exchange rates. Net assets denominated in foreign currencies and held at the financial year end are translated into Pounds Sterling, the Group's reporting currency, at year end exchange rates. Fluctuations in the exchange rate between the functional currencies and Pounds Sterling will therefore have an impact on the Group. It is the Group's policy not to hedge exposures arising from such translations. The Group's strategy is to fund overseas operations with borrowings denominated in their functional currencies as a natural hedge against overseas assets.

The Group is also exposed to the volatility in the foreign currency cash flows related to repatriation of the investments in and advances to its subsidiary companies. The Group does not hedge exposures arising from such risks.

Exposure to currency risk

The following table analyses foreign currency risk from financial instruments as of March 31, 2022 :
As at 31.03.2022

	Euro	GBP	Other
Trade receivables	11,299	22,766	3,072
Trade payables	<u>(6,660)</u>	<u>(19,860)</u>	<u>(1,130)</u>
Net Exposure in respect of recognised assets and liabilities	<u>4,639</u>	<u>2,906</u>	<u>1,942</u>

The following table analyses foreign currency risk from financial instruments as of March 31, 2021:
As at 31.03.2021

	Euro	GBP	Other
Trade receivables	8,285	19,483	583
Trade payables	<u>(3,272)</u>	<u>(11,933)</u>	<u>(349)</u>
Net Exposure in respect of recognised assets and liabilities	<u>5,013</u>	<u>7,550</u>	<u>234</u>

The Directors do not believe that the disclosure of forecast sales and purchase transactions are relevant to the understanding of the Group's exposure to currency risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

22. FINANCIAL INSTRUMENTS CONTINUED

Sensitivity analysis

A 1% percent weakening of the Euro against the Pound Sterling at 31 March 2022 would have increased profit or loss by £46,390 (2021: £50,000). This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date.

This analysis has only been performed on Euro balances on the grounds of materiality and it assumes that all other variables, in particular other exchange rates and interest rates, remain constant.

23. PROVISIONS

	Group		Company	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Other provisions at 1 April	185	279	174	260
Provisions made	78	120	77	120
Utilised	-	(214)	-	(206)
	<u>263</u>	<u>185</u>	<u>251</u>	<u>174</u>

Overhead provisions include provisions for dilapidations which relate to the costs associated with the potential works that may need to be performed on the expiry of the occupation of certain leasehold premises from which the Group operates. These provisions may not be utilised by the end of the following financial year.

24. DEFERRED TAX

Group - Liability

	2022 £'000	2021 £'000
Balance at 1 April	1,033	698
Utilised in year	-	(13)
Reversals	<u>1</u>	<u>348</u>
Balance at 31 March	<u>1,034</u>	<u>1,033</u>

Company - Asset

	2022 £'000	2021 £'000
Balance at 1 April	78	78
Utilised in year	-	-
Reversals	<u>-</u>	<u>-</u>
Balance at 31 March	<u>78</u>	<u>78</u>

25. PENSION COMMITMENTS

The Company and its subsidiaries in various geographies make contributions, generally determined as a specified percentage of employee salaries, in respect of qualifying employees in accordance with the local laws and regulations in the respective country which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards such defined contribution plans for the year aggregated to £1,070,908 (31 March 2021: £815,065).

At the year end £132,845 (2021: £200,481) was owed to the Group pension scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2022

26. ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed.

The Group evaluates the collectability of trade debtors and records provisions for doubtful debts based on experience including comparisons of the relative age of accounts and consideration of actual write-off history. The actual level of debt collected may differ from the estimated levels of recovery and could impact future operating results positively or negatively.

The Group evaluates the recoverability of intangible fixed assets both acquired and those arising on consolidation by completing an annual impairment review. Any differences between carrying amounts and the discounted future expected cash flows are charged off to the profit and loss account. The actual recoverable amounts may differ from the estimated levels and could impact future operating results.

The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the total tax charge necessarily involves a degree of estimation and judgement in respect of certain items. The final outcome of some of these items may give rise to profit and loss and/or cash flow variances.

Provisions have been made for dilapidations and stock. These provisions are estimates and the actual costs and timing of future cash flows are dependent on future events. The difference between expectations and the actual future liability will be accounted for in the period when such determination is made.

Whilst a range of outcomes is reasonably possible, applying a tolerance level 10% to the above estimates and judgements would result in a potential corresponding increase or decrease to equity and profit or loss of the following:

	2022	2021
	£'000	£'000
Provision for doubtful debts	1,137	1,106
Provision for taxes	456	966
Dilapidations provision	263	185

Changes to lease payments have been estimated where there is a percentage increase in the lease contracts. A best estimate is used for inflation based on historic trends in RPI. When actual lease payments are finalised the lease liability and ROU will be remeasured.

27. ULTIMATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The Company is a subsidiary undertaking of TVS Supply Chain Solutions Limited, incorporated in India, which is the ultimate parent company and ultimate controlling party.

The Group is controlled by TVS Logistics Investment UK Limited, the immediate parent company. The largest group in which the results of the Company are consolidated is that headed by TVS Supply Chain Services Limited, incorporated in India. The consolidated financial statements of this group are not available to the public. The smallest group in which they are consolidated is that headed by TVS Logistics Investment UK Limited, incorporated in England and Wales. The consolidated financial statements of this group are available to the public and may be obtained from Companies House, Crown Way, Cardiff.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 31 MARCH 2021

28. RELATED PARTY DISCLOSURES

The Company leases property owned by S Sharma, a director of the Company. During the year total rent payable on the properties was £243,002 (2021: £203,000).

Transactions with companies under common control:

The following transactions and balances with companies under common control arose during the year and were outstanding at the year-end.

	2022 £'000	2021 £'000
Transactions arising during the year:		
Interest payable on bank loans to the company by TVS Logistics Investments Limited	894	872
Courier services recharged from the company to TVS Supply Chain Solutions Limited, UK	2,038	1,197
Repayment/ (Borrowing) of short term loan to TVS Supply Chain Solutions Limited, UK	-	2,800
Collections from TVS Supply Chain Solutions Limited, UK to settle debt	2,416	511
Staff costs recharged from TVS Supply Chain Solutions Limited, UK	57	28
Interest paid on loans from TVS Supply Chain Solutions Limited, UK	-	22
Provision of support services charged to the group:		
TVS Logistics Services Limited	755	437
Amounts outstanding at the balance sheet date from fellow group undertakings:		
Due to TVS Logistics Investments UK Limited	(32,855)	(29,217)
Due to TVS Logistics Investments USA Inc.	(1,117)	(1,038)
Due (to) / from TVS Supply Chain Solutions Limited, UK	306	741
Amounts outstanding at the balance sheet date from ultimate parent company:		
Due to TVS Supply Chain Solutions Limited, India	<u>(3,576)</u>	<u>(2,629)</u>

The following transactions and balances with TVS Logistics Services Limited, the ultimate parent company:

	2022 £'000	2021 £'000
Management fees charged to the group by TVS Supply Chain Services Limited	<u>1,535</u>	<u>1,527</u>