

Company Registration No. SC242849 (Scotland)

M8 GROUP LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 29 SEPTEMBER 2020

M8 GROUP LIMITED

COMPANY INFORMATION

Directors	Mr R S Torrens Mr O Jimoh-Akindele
Company number	SC242849
Registered office	5 Kingsthome Park Houstoun Industrial Estate Livingston West Lothian EH54 5DB
Auditor	Azets Audit Services Titanium 1 King's Inch Place Renfrew PA4 8WF

M8 GROUP LIMITED

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M8 GROUP LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 29 SEPTEMBER 2020

The directors present the strategic report for the year ended 29 September 2020.

Fair review of the business

The results show an operating profit for the year as measured by EBITDA (Earnings before interest, tax, depreciation and amortisation) from ordinary activities of £375k compared with an EBITDA loss of (£3k) in 2019.

The profit before tax for the year was £14k (excluding the Profit on disposal) compared to a loss of (£654k) in 2019 on turnover of £15.7m.

During the year the business continued with its rationalisation strategy aimed at returning the core operations to profitability.

The group continued to trade throughout the coronavirus pandemic as an essential retailer. The business experienced a sharp increase in sales coinciding with the start of the first lockdown which subsequently returned to pre lockdown levels. We have implemented a number of changes to our business since the start of the pandemic, by taking on-board the Government Covid guidance and working in partnership with our H&S advisors. This has focused on keeping our staff safe, and has allowed us to keep fulfilling our customer orders and responding to their queries in a timely manner.

Following the change in ownership the business embarked on a restructuring plan which included the subsidiary Greenfingers Trading Limited being granted a winding up order. Petplanet.co.uk Limited subsequently acquired the trade and assets of Greenfingers Trading Limited and has successfully integrated these into its core operations.

At the year end the group held net assets of £286k (2019 - net deficit of £275k).

Outlook

Whilst there remains risk due to the knock-on effects of the coronavirus pandemic, we are confident that the streamlining of the group's trading operations together with overhead cost reductions already achieved mean that we will trade profitably and cash generatively moving forward.

Principal risks and uncertainties

As for many businesses of our size, the business environment in which the group operates continues to be challenging. The key risks to the business centre around:

- Liquidity and cash flow
- IT system integrity
- Competition
- Product sourcing and availability
- Foreign exchange movements

The directors have also considered various brexit risk factors which could impact its business including the implications on the supply chain.

The directors regularly consider the principal risks and uncertainties of the business and continue to focus on the mitigation of these risks in order to develop the business.

M8 GROUP LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

Risks and uncertainties - Global pandemic

Following the global outbreak of the Covid-19 virus, there has been a significant increase in risk and uncertainty in the economy.

The Covid-19 pandemic and subsequent Government enforced lockdown towards the end of March 2020 presented unprecedented challenges and demands on the business. However, we were able to remain operational during this time and, at the date of signing, the group's operations have not been adversely affected by the Covid-19 pandemic.

The group took advantage of Government support measures where available and managed its working capital and cash flow closely to ensure it maintained sufficient financial resources at all times.

The group continues to follow government guidance concerning all aspects of the pandemic to ensure best practice precautions are applied and risk to staff is mitigated. The group is in constant communication with suppliers, customers and staff as events transpire and Government advice develops.

Financial instruments

Objectives

Our financial risk management objectives are to ensure sufficient working capital and cash flow for the Group and to ensure there is sufficient support for the Group's turnaround and growth strategy. This is achieved through careful management of our cash resources, supported by shareholder loan finance. No material treasury transactions or derivatives are entered into.

Risks

All customers who wish to trade on credit terms are subject to credit verification procedures. Trade debtors are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

The group has minimal borrowings and as such is subject to minimal interest rate risk. The group's principal foreign currency exposures arise from the purchase of goods from overseas companies.

Research and development

The Group continues to invest in research and development and is implementing improvements to both its backend and customer-facing IT systems.

On behalf of the board

Mr R S Torrens

Director

30 November 2020

M8 GROUP LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 29 SEPTEMBER 2020

The directors present their annual report and financial statements for the year ended 29 September 2020.

Principal activities

The principal activity of the company and group continued to be that of retail activities.

Directors

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

Mr K Hague	(Resigned 2 July 2020)
Mr J B McFarlane	(Resigned 2 July 2020)
Mr R S Torrens	
Mr O Jimoh-Akindede	

Results and dividends

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

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Auditor

The auditor, Azets Audit Services, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of financial instruments and associated risks.

Statement of disclosure to auditor

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

On behalf of the board

Mr R S Torrens

Director

30 November 2020

M8 GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 29 SEPTEMBER 2020

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

M8 GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF M8 GROUP LIMITED

Opinion

We have audited the financial statements of M8 Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 29 September 2020 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 29 September 2020 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Other information

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

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

We have nothing to report in this regard.

M8 GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF M8 GROUP LIMITED

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

M8 GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF M8 GROUP LIMITED

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.

Alan Brown (Senior Statutory Auditor)
for and on behalf of Azets Audit Services
Chartered Accountants
Statutory Auditor

1 December 2020

Titanium 1
King's Inch Place
Renfrew
PA4 8WF

M8 GROUP LIMITED

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 29 SEPTEMBER 2020

	Notes	2020 £	2019 £
Turnover	3	15,719,876	18,382,169
Cost of sales		(11,014,303)	(12,889,898)
Gross profit		4,705,573	5,492,271
Distribution costs		(1,736,434)	(2,004,365)
Administrative expenses		(2,876,430)	(4,049,828)
Other operating income		-	131
Operating profit/(loss)	4	92,709	(561,791)
Interest payable and similar expenses	8	(78,964)	(92,372)
Profit/(loss) on disposal of operations	14	600,216	-
Profit/(loss) before taxation		613,961	(654,163)
Tax on profit/(loss)	9	680	20,377
Profit/(loss) for the financial year		614,641	(633,786)

Profit/(loss) for the financial year is all attributable to the owners of the parent company.

M8 GROUP LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 29 SEPTEMBER 2020

	2020	2019
	£	£
Profit/(loss) for the year	614,641	(633,786)
Other comprehensive income	-	-
Total comprehensive income for the year	<u>614,641</u>	<u>(633,786)</u>

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

M8 GROUP LIMITED

GROUP BALANCE SHEET

AS AT 29 SEPTEMBER 2020

		2020		2019	
	Notes	£	£	£	£
Fixed assets					
Goodwill	10		116,939		167,057
Other intangible assets	10		285,556		345,737
			<u>402,495</u>		<u>512,794</u>
Total intangible assets					512,794
Tangible assets	11		88,600		113,608
			<u>491,095</u>		<u>626,402</u>
Current assets					
Stocks	16	965,503		2,052,452	
Debtors	17	294,640		321,674	
Cash at bank and in hand		453,544		1,212,432	
		<u>1,713,687</u>		<u>3,586,558</u>	
Creditors: amounts falling due within one year	18	(1,703,418)		(4,179,318)	
Net current assets/(liabilities)			<u>10,269</u>		<u>(592,760)</u>
Total assets less current liabilities			<u>501,364</u>		<u>33,642</u>
Creditors: amounts falling due after more than one year	19		(53,000)		(9,705)
Provisions for liabilities	22		(162,719)		(299,209)
Net assets/(liabilities)			<u>285,645</u>		<u>(275,272)</u>
Capital and reserves					
Called up share capital	25		1,133,574		1,133,574
Share premium account			1,441,027		1,494,751
Profit and loss reserves			(2,288,956)		(2,903,597)
Total equity			<u>285,645</u>		<u>(275,272)</u>

The financial statements were approved by the board of directors and authorised for issue on 30 November 2020 and are signed on its behalf by:

Mr R S Torrens
Director

M8 GROUP LIMITED

COMPANY BALANCE SHEET

AS AT 29 SEPTEMBER 2020

		2020		2019	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		285,556		345,737
Tangible assets	11		54,143		60,760
Investments	12		9,900		10,000
			<u>349,599</u>		<u>416,497</u>
Current assets					
Debtors	17	19,724		1,422,448	
Creditors: amounts falling due within one year	18	<u>(2,693,432)</u>		<u>(4,162,719)</u>	
Net current liabilities			<u>(2,673,708)</u>		<u>(2,740,271)</u>
Total assets less current liabilities			<u>(2,324,109)</u>		<u>(2,323,774)</u>
Creditors: amounts falling due after more than one year	19		(6,932)		(9,705)
Net liabilities			<u>(2,331,041)</u>		<u>(2,333,479)</u>
Capital and reserves					
Called up share capital	25		1,133,574		1,133,574
Share premium account			1,441,027		1,441,027
Profit and loss reserves			<u>(4,905,642)</u>		<u>(4,908,080)</u>
Total equity			<u>(2,331,041)</u>		<u>(2,333,479)</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £2,438 (2019 - £1,091,655 profit).

The financial statements were approved by the board of directors and authorised for issue on 30 November 2020 and are signed on its behalf by:

Mr R S Torrens
Director

Company Registration No. SC242849

M8 GROUP LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 29 SEPTEMBER 2020

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 30 September 2018	1,133,574	1,494,751	(2,269,811)	358,514
Year ended 29 September 2019:				
Loss and total comprehensive income for the year	-	-	(633,786)	(633,786)
Balance at 29 September 2019	1,133,574	1,494,751	(2,903,597)	(275,272)
Year ended 29 September 2020:				
Profit and total comprehensive income for the year	-	-	614,641	614,641
Other movements	-	(53,724)	-	(53,724)
Balance at 29 September 2020	1,133,574	1,441,027	(2,288,956)	285,645

M8 GROUP LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 29 SEPTEMBER 2020

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 30 September 2018	1,133,574	1,441,027	(5,999,735)	(3,425,134)
Year ended 29 September 2019:				
Profit and total comprehensive income for the year	-	-	1,091,655	1,091,655
Balance at 29 September 2019	1,133,574	1,441,027	(4,908,080)	(2,333,479)
Year ended 29 September 2020:				
Profit and total comprehensive income for the year	-	-	2,438	2,438
Balance at 29 September 2020	1,133,574	1,441,027	(4,905,642)	(2,331,041)

M8 GROUP LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 29 SEPTEMBER 2020

		2020		2019	
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations	29	680,716		156,505	
Interest paid		(78,964)		(92,372)	
Income taxes (paid)/refunded		-		19,711	
Net cash inflow from operating activities		<u>601,752</u>		<u>83,844</u>	
Investing activities					
Purchase of business		(27,229)		-	
Purchase of intangible assets		(139,486)		(140,839)	
Purchase of tangible fixed assets		(13,162)		(26,298)	
Net cash used in investing activities		<u>(179,877)</u>		<u>(167,137)</u>	
Financing activities					
Proceeds from borrowings		50,000		2,375,000	
Repayment of borrowings		(750,000)		(1,436,025)	
Repayment of bank loans		17,586		(161,391)	
Payment of finance leases obligations		(2,773)		(1,386)	
Net cash (used in)/generated from financing activities		<u>(685,187)</u>		<u>776,198</u>	
Net (decrease)/increase in cash and cash equivalents		<u>(263,312)</u>		<u>692,905</u>	
Cash and cash equivalents at beginning of year		708,680		15,775	
Cash and cash equivalents at end of year		<u><u>445,368</u></u>		<u><u>708,680</u></u>	
Relating to:					
Cash at bank and in hand		453,544		1,212,432	
Bank overdrafts included in creditors payable within one year		(8,176)		(503,752)	

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

Company information

M8 Group Limited ("the company") is a private limited company domiciled and incorporated in Scotland. The registered office is 5 Kingsthorpe Park, Houstoun Industrial Estate, Livingston, West Lothian, EH54 5DB.

The group consists of M8 Group Limited and all of its subsidiaries.

1.1 Accounting convention

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

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

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

1.2 Basis of consolidation

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

The consolidated financial statements incorporate those of M8 Group Limited and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 29 September 2020. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

(Continued)

1.3 Going concern

The directors are required to prepare the statutory financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business. In satisfaction of this responsibility the directors have considered the group's ability to meet its liabilities as they fall due. This assessment considers the group's principal risks and uncertainties, including those in respect of Covid-19.

The group pays special attention to the Covid-19 pandemic and the associated impact on the business. The risks to the business include:

- The continued supply of goods for resale;
- Interruption to operations due to measures taken to contain an outbreak at our warehouse or absence of staff for a period;
- A fall in revenue and decreased cash flow due to lower general economic activity throughout the UK.

The business has remained operational since the start of pandemic and despite the risks above, the group's operations have not been adversely affected. The group has taken steps to deal with the risks presented and is actively managing its cost base to operate within current and forecast income levels. However, the group acknowledges this could change depending on how the situation evolves and whether there are interruptions to business or supply as detailed above.

The current and future financial position, cash flows and liquidity of the group have been reviewed by the directors. This review included scenario analysis with various assumptions applied to the forecast cash flows.

The group meets its day to day working capital requirements through careful management of its cash resources and the use of existing shareholder loans.

The group has obtained assurances that its shareholders will not demand repayment of loans or interest until such time that the group has the ability and funds available to repay it. The directors have satisfied themselves as to the validity of these assurances.

Following their review, the directors are confident that the group has adequate resources to continue in operational existence for the foreseeable future. This includes sufficient headroom to meet any additional cash requirements that would be contingent on an extended downturn in activity in relation to the Covid-19 pandemic.

As such, the directors consider that it is appropriate to prepare the financial statements on the going concern basis.

1.4 Turnover

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

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

(Continued)

1.5 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life:

	Date of acquisition	Estimated useful life
M8 Group Ltd	2007	5 years
Greenfingers Trading Ltd	2002	5 years
Petplanet.co.uk Ltd	2003	20 years

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

1.6 Intangible fixed assets other than goodwill

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

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

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

Software & development costs	over 3 years
Development costs	over 3 years

1.7 Tangible fixed assets

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

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

Plant and equipment	25% straight line on cost
Fixtures and fittings	25% straight line on cost
Website development	33% straight line on cost

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies (Continued)

1.8 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

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

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

1.9 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

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

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

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of replacement cost and cost, adjusted where applicable for any loss of service potential.

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies (Continued)

1.11 Cash and cash equivalents

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

1.12 Financial instruments

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

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

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

Impairment of financial assets

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

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

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

Derecognition of financial assets

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

Classification of financial liabilities

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

(Continued)

Basic financial liabilities

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

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

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

Derecognition of financial liabilities

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

1.13 Equity instruments

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

1.14 Taxation

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

Current tax

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

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

(Continued)

1.15 Provisions

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

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

1.16 Employee benefits

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

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

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

1.17 Retirement benefits

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

1.18 Leases

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

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

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

1.19 Foreign exchange

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

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

1 Accounting policies

(Continued)

1.20 Research and development

The directors consider that development costs should be capitalised and not written off to expenses as incurred where the recognition criteria for capitalisation are met. The directors believe that this provides more relevant information in respect of the Group's activities to its stakeholders.

The Group expenses all research costs as incurred. Expenditure on software or website development is capitalised if the project is technically and commercially feasible, the Group has the sufficient resources and the intention to complete the project and where this leads to the creation of an asset that will deliver benefits to the Group at least equivalent to the amount capitalised.

The development expenditure capitalised includes the cost of materials and direct labour. Overheads are written off to the profit and loss account as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Amortisation of capitalised development expenditure is charged to the profit and loss account on a straight-line basis over the 3 years.

Expenditure to maintain or operate websites or software once these have been developed are expensed as incurred.

2 Judgements and key sources of estimation uncertainty

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

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

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Capitalisation of development costs

Judgement is required to be exercised over whether expenditure on software or website development meets capitalisation criteria.

Costs are capitalised if management consider that the project is technically and commercially feasible, the Group has the sufficient resources and the intention to complete the project and where this leads to the creation of an asset that will deliver benefits to the Group at least equivalent to the amount capitalised.

Expenditure which doesn't meet the criteria is expensed as incurred

Accounting for disposal

The loss of control over Greenfingers Trading Limited due to severe long term restrictions is a key judgement in the financial statements. The Directors have deemed this to be the case as the entity has been placed into liquidation. As a result the assets and liabilities of Greenfingers Trading Limited have been de-recognised at their carrying amounts on the date control was deemed to be lost. As the entity is in liquidation, management consider that the fair value of the investment retained on loss of control is £nil.

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

3	Turnover and other revenue		
		2020	2019
		£	£
	Turnover analysed by class of business		
	Pet supplies	11,351,757	12,724,757
	Garden supplies	4,368,119	5,657,412
		<u>15,719,876</u>	<u>18,382,169</u>

4	Operating profit/(loss)		
		2020	2019
		£	£
	Operating profit/(loss) for the year is stated after charging/(crediting):		
	Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	(94)	-
	Depreciation of owned tangible fixed assets	32,149	31,411
	Loss on disposal of tangible fixed assets	82	-
	Amortisation of intangible assets	249,785	232,217
	Operating lease charges	247,388	551,788
		<u>249,250</u>	<u>785,416</u>

5	Auditor's remuneration		
		2020	2019
		£	£
	Fees payable to the company's auditor and associates:		
	For audit services		
	Audit of the financial statements of the group and company	18,700	18,700
		<u>18,700</u>	<u>18,700</u>

6 Employees

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

	Group		Company	
	2020	2019	2020	2019
	Number	Number	Number	Number
Warehouse	26	41	8	39
Administration	25	36	17	36
Total	<u>51</u>	<u>77</u>	<u>25</u>	<u>75</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

6 Employees (Continued)

Their aggregate remuneration comprised:

	Group 2020 £	2019 £	Company 2020 £	2019 £
Wages and salaries	1,127,620	1,363,739	508,145	1,363,739
Social security costs	94,881	104,077	55,952	104,077
Pension costs	38,069	32,099	22,196	32,099
	<u>1,260,570</u>	<u>1,499,915</u>	<u>586,293</u>	<u>1,499,915</u>

During the year, £139,486 of wages and salaries were capitalised to Intangible assets as Development costs (2019 - £140,838).

In prior years, all staff were employed by the company with staff costs recharged to the its subsidiaries. During the current year, relevant staff were transferred over to the company's subsidiaries under TUPE.

7 Directors' remuneration

	2020 £	2019 £
Remuneration for qualifying services	146,250	150,000
Company pension contributions to defined contribution schemes	5,850	4,125
	<u>152,100</u>	<u>154,125</u>

8 Interest payable and similar expenses

	2020 £	2019 £
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	78,673	79,775
Other interest on financial liabilities	216	9,748
	<u>78,889</u>	<u>89,523</u>
Other finance costs:		
Other interest	75	2,849
Total finance costs	<u>78,964</u>	<u>92,372</u>

9 Taxation

	2020 £	2019 £
Current tax		
Adjustments in respect of prior periods	-	(19,711)
	<u>-</u>	<u>(19,711)</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

9 Taxation	(Continued)	
	2020 £	2019 £
Deferred tax		
Origination and reversal of timing differences	(680)	(666)
	<u> </u>	<u> </u>
Total tax credit	(680)	(20,377)
	<u> </u>	<u> </u>

The actual credit for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2020 £	2019 £
Profit/(loss) before taxation	613,961	(654,163)
	<u> </u>	<u> </u>
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	116,653	(124,291)
Tax effect of expenses that are not deductible in determining taxable profit	39,543	406
Gains not taxable	(114,041)	-
Tax effect of utilisation of tax losses not previously recognised	(43,965)	-
Adjustments in respect of prior years	353	(19,711)
Permanent capital allowances in excess of depreciation	9,521	9,522
Adjust deferred tax to average rate	-	8,794
Deferred tax not recognised	(8,744)	104,903
	<u> </u>	<u> </u>
Taxation credit	(680)	(20,377)
	<u> </u>	<u> </u>

The Group has an unrecognised deferred tax asset of £94,868 (2019 - £336,814) in respect of carried forward tax losses. No asset has been recognised in line with FRS 102 accounting considerations.

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

10 Intangible fixed assets

Group	Goodwill	Software & development costs	Development costs	Total
	£	£	£	£
Cost				
At 30 September 2019	1,069,095	762,528	113,561	1,945,184
Additions - internally developed	-	139,486	-	139,486
Disposals	(55,000)	-	-	(55,000)
Transfers	-	433,648	(113,561)	320,087
	<u>1,014,095</u>	<u>1,335,662</u>	<u>-</u>	<u>2,349,757</u>
At 29 September 2020	1,014,095	1,335,662	-	2,349,757
Amortisation and impairment				
At 30 September 2019	902,038	416,791	113,561	1,432,390
Amortisation charged for the year	50,118	199,667	-	249,785
Disposals	(55,000)	-	-	(55,000)
Transfers	-	433,648	(113,561)	320,087
	<u>897,156</u>	<u>1,050,106</u>	<u>-</u>	<u>1,947,262</u>
At 29 September 2020	897,156	1,050,106	-	1,947,262
Carrying amount				
At 29 September 2020	<u>116,939</u>	<u>285,556</u>	<u>-</u>	<u>402,495</u>
At 29 September 2019	<u>167,057</u>	<u>345,737</u>	<u>-</u>	<u>512,794</u>
Company				
	Goodwill	Software & development costs	Development costs	Total
	£	£	£	£
Cost				
At 30 September 2019	11,750	762,528	113,561	887,839
Additions - internally developed	-	139,486	-	139,486
Transfers	-	433,648	(113,561)	320,087
	<u>11,750</u>	<u>1,335,662</u>	<u>-</u>	<u>1,347,412</u>
At 29 September 2020	11,750	1,335,662	-	1,347,412
Amortisation and impairment				
At 30 September 2019	11,750	416,791	113,561	542,102
Amortisation charged for the year	-	199,667	-	199,667
Transfers	-	433,648	(113,561)	320,087
	<u>11,750</u>	<u>1,050,106</u>	<u>-</u>	<u>1,061,856</u>
At 29 September 2020	11,750	1,050,106	-	1,061,856
Carrying amount				
At 29 September 2020	<u>-</u>	<u>285,556</u>	<u>-</u>	<u>285,556</u>
At 29 September 2019	<u>-</u>	<u>345,737</u>	<u>-</u>	<u>345,737</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

11 Tangible fixed assets

Group	Plant and equipment £	Fixtures and fittings £	Website development £	Total £
Cost				
At 30 September 2019	743,473	33,071	320,087	1,096,631
Additions	13,162	-	-	13,162
Disposals	(105,587)	(33,071)	-	(138,658)
Transfers	-	-	(320,087)	(320,087)
At 29 September 2020	651,048	-	-	651,048
Depreciation and impairment				
At 30 September 2019	636,463	26,473	320,087	983,023
Depreciation charged in the year	28,041	4,108	-	32,149
Eliminated in respect of disposals	(102,056)	(30,581)	-	(132,637)
Transfers	-	-	(320,087)	(320,087)
At 29 September 2020	562,448	-	-	562,448
Carrying amount				
At 29 September 2020	88,600	-	-	88,600
At 29 September 2019	107,010	6,598	-	113,608
Company				
	Plant and equipment £	Website development £	Total £	
Cost				
At 30 September 2019	433,563	320,087	753,650	
Additions	9,701	-	9,701	
Disposals	(138,190)	-	(138,190)	
Transfers	-	(320,087)	(320,087)	
At 29 September 2020	305,074	-	305,074	
Depreciation and impairment				
At 30 September 2019	372,803	320,087	692,890	
Depreciation charged in the year	7,771	-	7,771	
Eliminated in respect of disposals	(129,643)	-	(129,643)	
Transfers	-	(320,087)	(320,087)	
At 29 September 2020	250,931	-	250,931	
Carrying amount				
At 29 September 2020	54,143	-	54,143	
At 29 September 2019	60,760	-	60,760	

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

11 Tangible fixed assets (Continued)

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts.

	Group 2020 £	2019 £	Company 2020 £	2019 £
Plant and equipment	10,398	13,864	10,398	13,864
	<u>10,398</u>	<u>13,864</u>	<u>10,398</u>	<u>13,864</u>

12 Fixed asset investments

	Notes	Group 2020 £	2019 £	Company 2020 £	2019 £
Investments in subsidiaries	13	-	-	9,900	10,000
		<u>-</u>	<u>-</u>	<u>9,900</u>	<u>10,000</u>

Movements in fixed asset investments

Company	Shares in group undertakings £
Cost or valuation	
At 30 September 2019 and 29 September 2020	10,000
Impairment	
At 30 September 2019	-
Impairment losses	100
At 29 September 2020	100
Carrying amount	
At 29 September 2020	9,900
At 29 September 2019	10,000

The impairment of investments relates to Greenfingers Trading Limited which was placed into liquidation on 4 August 2020 (see note 14).

13 Subsidiaries

Details of the company's subsidiaries at 29 September 2020 are as follows:

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

13 Subsidiaries (Continued)

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct
Ecological Trading Limited	See below	Dormant	Ordinary	100.00
Petplanet.co.uk Limited	See below	Retail	Ordinary	100.00
Greenfingers Trading Limited	See below	In liquidation	Ordinary	100.00

The registered office of all of the above listed subsidiaries is 5 Kingsthorne Park, Houstoun Industrial Estate, Livingston, West Lothian, EH54 5DB

14 Disposals

On 4 August 2020 Greenfingers Trading Limited was placed into liquidation. As a result, the group lost control of its subsidiary due to severe long term restrictions with regards to the exercise of rights over the assets and management of the subsidiary.

Whilst the company remains a subsidiary, at this date Greenfingers Trading Limited became an equity investment of the company held at fair value. The group has deemed the fair value of the investment at this date and at the year end to be £nil.

The trading results of Greenfingers Trading Limited are included in the financial statements up until the date control was lost and a gain recognised in the financial statements under 'Profit/(loss) on disposal of operations' as Greenfingers Trading Limited was in a net deficit balance sheet position at the date of disposal.

Petplanet.co.uk Limited, the group's other subsidiary company, purchased the trade and certain assets of Greenfingers Trading Limited from the liquidator for £25,000.

As the trade has ultimately remained within the group, no detailed disclosure of profits/losses arising from discontinued operations is considered necessary.

	£
Net liabilities	(625,216)
Cash paid to acquire trade and assets from liquidator	25,000
	<hr/>
Gain on disposal	(600,216)
	<hr/> <hr/>

15 Financial instruments

	Group 2020 £	2019 £	Company 2020 £	2019 £
Carrying amount of financial assets				
Debt instruments measured at amortised cost	251,040	164,434	-	1,387,864
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
Carrying amount of financial liabilities				
Measured at amortised cost	1,579,234	3,151,631	2,688,112	3,384,561
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

16 Stocks		Group	2019	Company	2019
		2020		2020	
		£	£	£	£
	Finished goods and goods for resale	965,503	2,052,452	-	-
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
17 Debtors		Group	2019	Company	2019
		2020		2020	
		£	£	£	£
Amounts falling due within one year:					
	Trade debtors	115,049	85,577	-	158
	Amounts owed by group undertakings	-	-	-	1,387,706
	Other debtors	135,991	78,857	-	-
	Prepayments and accrued income	43,600	157,240	19,724	34,584
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
		294,640	321,674	19,724	1,422,448
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
18 Creditors: amounts falling due within one year		Group	2019	Company	2019
		2020		2020	
		£	£	£	£
Notes					
	Bank loans and overdrafts	20 12,108	536,166	8,176	503,752
	Obligations under finance leases	21 2,773	2,773	2,773	2,773
	Other borrowings	20 400,000	1,100,000	400,000	1,100,000
	Trade creditors	811,697	1,467,634	86,456	179,290
	Amounts owed to group undertakings	-	-	2,149,222	1,564,169
	Other taxation and social security	177,184	898,646	12,252	742,931
	Other creditors	13,836	35,353	5,515	24,872
	Accruals and deferred income	285,820	138,746	29,038	44,932
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
		1,703,418	4,179,318	2,693,432	4,162,719
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
19 Creditors: amounts falling due after more than one year		Group	2019	Company	2019
		2020		2020	
		£	£	£	£
Notes					
	Bank loans and overdrafts	20 46,068	-	-	-
	Obligations under finance leases	21 6,932	9,705	6,932	9,705
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
		53,000	9,705	6,932	9,705
		<u> </u>	<u> </u>	<u> </u>	<u> </u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

20 Loans and overdrafts

	Group 2020 £	2019 £	Company 2020 £	2019 £
Bank loans	50,000	32,414	-	-
Bank overdrafts	8,176	503,752	8,176	503,752
Other loans	400,000	1,100,000	400,000	1,100,000
	<u>458,176</u>	<u>1,636,166</u>	<u>408,176</u>	<u>1,603,752</u>
Payable within one year	412,108	1,636,166	408,176	1,603,752
Payable after one year	<u>46,068</u>	<u>-</u>	<u>-</u>	<u>-</u>

At the year end, Bank loans are represented by the lending facility obtained under the Bounce Back Loan Scheme during the year. Such loans are subject to fixed interest at 2.5% and a final repayment date six years after draw down. The loan is 100% guaranteed by the UK Government and the first twelve months of payments are covered by the UK Government's Business Interruption Payment, effectively meaning that the company does not need to make any payments for twelve payments from date of drawdown.

Other loans comprises amounts introduced by certain shareholders of the company in the form of debt. These balances have implicit interest rates of 7.5% and are payable by the company on demand. The loan is secured by a floating charge and cross guarantee between the borrowers and Petplanet.co.uk Ltd.

21 Finance lease obligations

	Group 2020 £	2019 £	Company 2020 £	2019 £
Future minimum lease payments due under finance leases:				
Within one year	2,773	2,773	2,773	2,773
In two to five years	6,932	9,705	6,932	9,705
	<u>9,705</u>	<u>12,478</u>	<u>9,705</u>	<u>12,478</u>

Finance lease payments represent rentals payable by the company or group for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 5 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

22 Provisions for liabilities

	Notes	Group 2020 £	2019 £	Company 2020 £	2019 £
Dilapidations provision		160,403	296,213	-	-
Deferred tax liabilities	23	2,316	2,996	-	-
		<u>162,719</u>	<u>299,209</u>	<u>-</u>	<u>-</u>

Movements on provisions apart from deferred tax liabilities:

Group	Dilapidations provision £
At 30 September 2019	296,213
Provisions released on disposal	(135,810)
At 29 September 2020	<u>160,403</u>

The group has provided for £160,403 in respect of the estimated dilapidations cost on premises occupied by a group entity.

23 Deferred taxation

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

Group	Liabilities 2020 £	Liabilities 2019 £
Deferred tax	<u>2,316</u>	<u>2,996</u>

The company has no deferred tax assets or liabilities.

Movements in the year:	Group 2020 £	Company 2020 £
Liability at 30 September 2019	2,996	-
Credit to profit or loss	(680)	-
Liability at 29 September 2020	<u>2,316</u>	<u>-</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

24 Retirement benefit schemes

	2020	2019
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	38,069	32,099

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

25 Share capital

	Group and company	
Ordinary share capital	2020	2019
Issued and fully paid	£	£
11,335,746 (2019: 151,324) Ordinary shares of 10p each	1,133,574	15,132
0 (2019: 11,184,422) Preference shares of 10p each	-	1,118,442
	<u>1,133,574</u>	<u>1,133,574</u>

The ordinary shares have one vote per share and are entitled to dividends. Ordinary shares have entitlement to any capital distribution following payment to the holders of preference shares. Ordinary shares are not redeemable.

During the year, the company re-designated all of its Preference shares to Ordinary shares.

26 Operating lease commitments

Lessee

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

	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Within one year	105,417	192,917	-	-
Between two and five years	-	105,417	-	-
	<u>105,417</u>	<u>298,334</u>	<u>-</u>	<u>-</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

27 Related party transactions

Transactions with related parties

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

During the year interest amounting to £37,832 was charged to the profit and loss account (2019 - £31,540) in relation to shareholder loans with J B McFarlane. The amount outstanding on the loan at 30 September 2020 was £200,000 (2019 - £550,000).

During the year, interest amounting to £37,832 (2019 - £30,287) was charged to the profit and loss account in relation to loans with Jane Duncan, spouse of a company shareholder. The amount outstanding on the loan at 30 September 2020 was £200,000 (2019 - £550,000).

28 Controlling party

Following the completion of a management buy out during the year, the group is under the joint control of Mr R S Torrens and Mr O Jimoh-Akindele.

29 Cash generated from group operations

	2020	2019
	£	£
Profit/(loss) for the year after tax	614,641	(633,786)
Adjustments for:		
Taxation credited	(680)	(20,377)
Finance costs	78,964	92,372
Gain on disposal of business	(600,216)	-
Amortisation and impairment of intangible assets	249,785	232,217
Depreciation and impairment of tangible fixed assets	32,149	31,411
(Decrease)/increase in provisions	(135,810)	296,213
Movements in working capital:		
Decrease in stocks	1,002,708	106,474
Decrease in debtors	11,181	259,328
Decrease in creditors	(572,006)	(207,347)
Cash generated from operations	<u>680,716</u>	<u>156,505</u>

M8 GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 29 SEPTEMBER 2020

30 Analysis of changes in net debt - group

	30 September 2019 £	Cash flows £	Acquisitions and disposals £	29 September 2020 £
Cash at bank and in hand	1,212,432	(756,659)	(2,229)	453,544
Bank overdrafts	(503,752)	495,576	-	(8,176)
	<u>708,680</u>	<u>(261,083)</u>	<u>(2,229)</u>	<u>445,368</u>
Borrowings excluding overdrafts	(1,132,414)	682,414	-	(450,000)
Obligations under finance leases	(12,478)	2,773	-	(9,705)
	<u>(436,212)</u>	<u>424,104</u>	<u>(2,229)</u>	<u>(14,337)</u>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.