

Company Registration No. 02370414 (England and Wales)

COPYLOGIC LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021
PAGES FOR FILING WITH REGISTRAR

THURSDAY



RB2EKFE2

RM

21/04/2022

#46

COMPANIES HOUSE

COPYLOGIC LIMITED

CONTENTS

	Page
Balance sheet	1
Notes to the financial statements	2 - 6

COPYLOGIC LIMITED

BALANCE SHEET

AS AT 31 MARCH 2021

	Notes	2021 £	£	2020 £	£
Current assets					
Debtors	4	4,083,565		4,254,227	
Cash at bank and in hand		3,127		17,145	
		<u>4,086,692</u>		<u>4,271,372</u>	
Creditors: amounts falling due within one year	5	(99,914)		(292,431)	
Net current assets		<u>3,986,778</u>		<u>3,978,941</u>	
Capital and reserves					
Called up share capital		1,000		1,000	
Capital redemption reserve		56		56	
Profit and loss reserves		<u>3,985,722</u>		<u>3,977,885</u>	
Total equity		<u>3,986,778</u>		<u>3,978,941</u>	

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 March 2021 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 29/3/22 and are signed on its behalf by:

M Oxley
Director

Company Registration No. 02370414

COPYLOGIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

Company information

Copylogic Limited is a private company limited by shares incorporated in England and Wales. The registered office is 1-2 Castle Lane, London, SW1E 6DR.

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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The company is a member of the Harrow Topco Limited group ("the group").

The group meets its day-to-day working capital requirements through its own cash balances and committed banking / funding facilities. In assessing the appropriateness of adopting the going concern basis in the preparation of these financial statements, the directors have reviewed a number of factors, including information provided to them in relation to the group's trading results, its available resources, the ability of the group to continue to operate within its financial covenants and the group's latest forecasts and projections, comprising:

- A base case forecast for the twelve months to 31 March 2023 which has been prepared on a bottom-up basis with realistic assumptions regarding new contract wins, post COVID print volumes and likely margin evolution;
- Sensitised scenarios reflecting reasonably possible variations in performance including:
 - the continuing impact of the COVID-19 pandemic and its potential implications to the broader global economic climate and our ability to win new work and deliver existing contracts and;
 - continued disruption to the global supply chain, including but not limited to, the availability of toner and microchips which will likely cause delays in delivering and completing existing contracts

Although the group's base case forecasts show low cash headroom at certain points in the forecast period, the directors are comfortable the business can manage liquidity to absorb these risks. In addition, there are a number of upside opportunities that have not been factored in, including greater than forecast success in securing new work and improved post Covid trading.

The group's loan agreements are subject to covenant clauses, whereby the group is required to meet certain key financial ratios. Lenders have supported the business by waiving the Leverage Ratio test for successive quarters to September 2021, December 2021 and March 2022. Based on our latest base case forecasts the group will breach the Leverage Ratio test for the remaining test periods through to 31 March 2023 and accordingly the group will need the continued support of our funders and investors. As such, we note our principal investor has granted a conditional letter of support to the company. Positive conversations are underway with our funders and investors, regarding a re-structuring of the debt and related covenant package and Management are confident this will be achieved in the near term. Until such time however, there remains material uncertainty which may cast significant doubt on the group's and the company's ability to continue as a going concern.

COPYLOGIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

The directors have satisfied themselves that the group and company will continue operating, with continued support from funders and investors up to the point that facilities are satisfactorily restructured, and with more certainty about post Covid-19 trading. For these reasons, the group and company continues to adopt the going-concern basis in preparing its financial statements.

1.3 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.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

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.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.4 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.

1.5 Financial Instruments

The company 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 company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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.

COPYLOGIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

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 company after deducting all of its liabilities.

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.

1.6 Equity Instruments

Equity instruments issued by the company 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 company.

1.7 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 company'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 when the company has 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.

COPYLOGIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

1.8 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.

2 Judgements and key sources of estimation uncertainty

In the application of the company'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.

3 Employees

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

	2021 Number	2020 Number
Total	-	-

4 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Trade debtors	13,881	5,980
Corporation tax recoverable	-	133,130
Amounts owed by group undertakings	4,054,145	4,096,113
Other debtors	-	54
	4,068,026	4,235,277
Deferred tax asset	15,539	18,950
	4,083,565	4,254,227

COPYLOGIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

5 Creditors: amounts falling due within one year

	2021	2020
	£	£
Trade creditors	-	191,812
Corporation tax	99,652	99,652
Other taxation and social security	262	-
Other creditors	-	967
	<u>99,914</u>	<u>292,431</u>

6 Parent company

The company's ultimate parent undertaking is Harrow Topco Limited, which prepares consolidated financial statements for the smallest and largest group of which the company is a member. The registered office of Harrow Topco Limited is 1-2 Castle Lane, London SW1E 6DR.