TRAFALGAR PROPERTY GROUP PLC

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

31 MARCH 2023

Company Registration No. 04340125

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS	N A C Lott P A Treadaway G Thorneycroft P F Challinor
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CHAIRMAN'S REPORT

On behalf of the Board, I present Trafalgar Property Group Plc (the Group), results for the year ended 31 March 2023 which includes one investment property sale completed in the year. The overall result continues to be disappointing, as can be seen in the attached Accounts and Strategic Report. The option we had in Leatherhead Surrey for a scheme to build seven properties has now lapsed even though planning permission was finally granted. The owners have received an offer elsewhere but will revert to us if this does not materialize.

Orchard House in Hildenborough remained on the books at 31st March 2023, however, the sale of the property was completed in September 2023 for a consideration of £940,000.

In June contracts were exchanged on a scheme in Speldhurst that had planning permission for a detached property. We reapplied for and received full planning permission for the construction of one and two bedroom apartments, however, it has since been decided that a single detached barn would be built. Build contracts have been signed and funding is in place from Lloyds Bank. This contractor is on site and the project is proceeding well.

During the year the company raised £400,000 (before costs) through the issuance of 133,333,333 new ordinary shares at a price of 0.3p per share.

Financials

The year under review saw the Group turnover at £18,183 (2022: £64,839), with a loss after tax of £843,626 (2022: Loss £486,336).

Management have performed a review of the assets and liabilities of the underlying subsidiaries which form the value of the anticipated profits on ongoing developments.

Due to the uncertainties and timing of these planning appeals, it has been agreed by management not to include any future anticipated profits of developments in their assessment.

The cash on the balance sheet at the end of the year was £17,148 (2022: £12,753) and the Group continues to have sufficient bank facilities for all planned activities.

A further share issue was undertaken on 18 August 2023 raising net proceeds of £115,000 to provide working capital for the company.

Business Environment and Outlook

No new directors were appointed to the Group in the year but James Dubois retired as Non-Executive Chairman of the Group on 23rd March 2023 due to health reasons. We all wish James the very best for the future.

The effects of the Covid-19 pandemic had affected our business since March 2020 as sales of completed units were delayed with the planning process being negatively impacted. We continue to proceed in a period of high inflation, cost of living still close to a forty year high and high interest rates. Like most businesses, we are aware of our need to conduct ourselves carefully to preserve the health of our staff and customers and to conserve our cash reserves.

Paul Treadaway
Chairman
15 December 2023

CHIEF EXECUTIVE OFFICER ‘S REPORT

Business review, results and dividends

All trading and property assets of Trafalgar Property Group Plc (Group) are held in the name of the Group or its subsidiaries as follows:

Trafalgar New Homes Limited (TNH)

Trafalgar Retirement+ Limited (TR+)

Selmat Limited (Selmat)

Combe Bank Homes (Oakhurst) Limited (Oakhurst)

Combe Homes (Borough Green) Limited (Borough Green)

Life Hydroponic Assets Ltd (Inc. 24 October 2022)

Life Hydroponic Asset Ltd was incorporated in October 2022. The subsequent acquisition of a dedicated research and development site is a step in the Company’s plan to facilitate its vertical hydroponic strategy, with opportunities for research relevant to food, cosmetic and pharmaceutical products. The parent company owns 100% share of the Company.

Mortgages of £675,698 (2022:£924,373) exist on the properties held by Selmat. The shares of the parent company are quoted on the London Stock Exchange AIM market.

The principal activity of the Group continues to be that of investment in residential property, which have a rental income of £18,183 (2022: £64,839). The consolidated results of the year’s trading, are shown below. The consolidated loss for the year was £843,626 (2022: Loss £486,336). Management believes the key indicators of performance for the Group are the revenue and profitability achieved during the year.

Principal risks & uncertainties

Set out below are certain risk factors which could have an impact on the Group's long-term performance. The factors discussed below should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties facing the Group.

The principal risks and uncertainties facing the Group are:

1. Direct costs may escalate and eat into gross profit margins due to unexpected interest rate movements and high inflation rates putting pressure on material costs.
2. There may be uncertainty in obtaining adequate finance thus putting pressure on the going concern of the Group.
3. Heavy overheads may be incurred especially when projects have been completed and before others have been commenced.
4. The Group could commit too much to future capital projects.
5. The Group’s reliance on key members of staff.
6. The market may deteriorate, damaging liquidity of the Group and future revenues.

The Group considers that it mitigates these risks with the following policies and actions:

1. The Group affords its bankers and other lenders a strong level of asset and income cover and maintains good relationships with a range of funding sources from which it is able to secure finance on favourable terms. The Plc also has access to shareholder funding via placing of shares in the market. A full statement regarding going concern is shown in the accounting policies on page 23.

2. Direct costs are outsourced on a fixed price contract basis, thereby passing on to the contractor all risk of cost overspend, including from increased material, labour or other costs.

3. Most other professional services are also outsourced, thus providing a known fixed cost before any project is taken forward and avoiding the risk that can arise in employing in-house professionals at a high unproductive overhead at times when activity is slack.

4. Buying decisions for capital projects are taken at Board level, after careful research by the Directors personally, who have substantial experience in various business sectors and markets.

   The Group has focused on a niche market sector of new home developments in the range of four to twenty units. Within this unit size, competition to purchase development sites from land buyers is relatively weak, as this size is unattractive to major national and regional house builders who require a larger scale to justify their administration and overheads, whilst being too many units for the smaller independent builder to finance or undertake as a project. Many competitors who also focus on this niche have yet to recapitalise and are unable to raise finance.

5. Many of the activities are outsourced and each of the Directors is fully aware of the activities of all members.

6. The Group has a corporate governance policy appropriate for a small publicly listed Company with ambitions substantially to raise its profile within the wider investor community.

Operations review

	2023	2022
	£	£
Revenue for the year	18,183	64,839
Gross (loss)/profit	(12,717)	61,680
Administration expenses	(571,928)	(459,655)
Loss on disposal of property (including cost)	(12,382)	(28,646)
(Loss) Profit on revaluation	(122,751)	112,000
Interest payable and similar charges	(123,848)	(171,714)
Loss after taxation	(843,626)	(486,336)

Group turnover for the year amounted to £18,183 (2022: £64,839), representing no sales but rental income received. Investment properties have continued to be shown in current assets this year as a result of the impending sales of the remaining properties since the year end. The gross loss includes costs written off following a termination by the vendor of the Leatherhead site amounting to £29,750. In additional, two investment properties were sold for net consideration of £649,618 and there was a loss on disposal on this of £12,382 The property portfolio was revalued at year end and this showed an decrease in value of £122,751.

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After taking into account the overheads of the Group, there was a loss recorded for the year of £843,626 (2022: £486,336).

There will be no tax charge and the Company now has tax losses being carried forward of £6,296,440 (2022: losses £5,453,582).

The loss per share during the year was (0.34p), (2022: loss per share 0.34p).

Directors' duties under S172

The Directors believe that, individually and together, they have acted in the way they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole, having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006 in the decisions taken during the year ended 31 March 2023.

Our Board of Directors remain aware of their responsibilities both within and outside of the Group. Within the limitations of a Group with so few employees we endeavour to follow these principles:

- **Purpose, vision and strategy**: this is set out on pages 4-7 on this Strategic Report and we recognise our role in identifying opportunities to develop homes and apartments to the best quality standards.
- **Group policies**: these are reviewed annually and staff and Directors are encouraged to improve their skillset as appropriate.
- **Culture and people**: we fully support a culture where all customers, staff and suppliers are treated in an open and honest fashion, irrespective of race, gender, ethnic, disabilities or other scenarios.
- **Board structure**: the role of the Board is reviewed annually with a clear focus on the specific roles assigned to each individual to enable the Board to properly support each member of staff.
- **Freedom within a framework**: we are developing a new framework for communicating this freedom in a straight-forward methodology.
- **Risk and internal control framework**: risks and controls are subject to discussion at quarterly Board meetings. Every project undertaken by the Group is analysed with a view to limiting the risks to the Group and its Stakeholders before proceeding with implementation.

Key performance indicators (KPIs)

Management are closely involved in the day to day operations of the Group and constantly monitor cashflows and expenditure. However, Management believe the key indicators of performance for the Group are the revenue and profitability achieved during the period. These measures are disclosed above in the operations review.

Development Pipeline & outlook

We acquired the Barden Road site during the year, with build funding provided by Lloyds Bank, and planning permission has now been received for the construction of one and two bedroom apartments, however, it has since been decided to build a single detached barn. We have incurred costs to date of £317,796 on this site as shown in inventory note 11 within the accounts. Contractors are on site and progressing well.

Paul Treadaway
CEO
15 December 2023

DIRECTORS' REPORT

The Directors present their Report and Audited Financial Statements for the year ended 31 March 2023.

Results and dividends

The results for the year are set out on page 20.

The Directors do not recommend the payment of a final dividend for the year (2022: nil).

Directors

The following Directors have held office since 1 April 2022 and have all served for the entire accounting year:

N A C Lott
P A Treadaway
G Thorneycroft
Dr P Challinor

Director's resignations during the year

J Dubois – 23 March 2023

The Company has in place an insurance policy in relation to Directors indemnity during both years.

Conflicts of interest

Under the articles of association of the Company and in accordance with the provisions of the Companies Act 2006, a Director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. However, the Directors may authorise conflicts and potential conflicts, as they deem appropriate. As a safeguard, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and the Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate. During the financial year ended31 March 2023, the Directors have authorised no such conflicts or potential conflicts.

Directors' interests in the shares of the Company, including family interests, at 31 March 2023 were as follows: -

Directors' interests in shares	**31.03.2023**	**31.03.2022**
	Ordinary shares - 0.1p each	**Ordinary shares - 0.1p each**
N Lott	50,000	50,000
P Treadaway	19,733,466	19,733,466
G Thorneycroft	600,000	600,000

	31.03.2023	31.03.2022
	Deferred shares – 0.9p each	Deferred shares – 0.9p each
	No. held	No. held
N Lott	550,000	550,000
P Treadaway	10,648,466	10,648,466

Other substantial shareholdings

As at 14 December, 2023, being the latest practicable date before the issue of these financial statements, the Company had been notified of the following shareholdings which constitute 3% or more of the total issued shares of the Company at that date.

	Ordinary Shares No. 0.1p	Shareholdings %
Forum Energy Services Limited	75,000,000	18.71%
Peterhouse Capital Limited	43,156,080	10.77%
Paul Arthur Treadaway	19,773,465	4.93%
Christopher Charles Johnson	18,681,580	4.66%

Statement of directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards adopted in the UK ("UK adopted IFRS") and the Company financial statements in accordance with FRS 102 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 of the profit or loss of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group 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 Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

They are further responsible for ensuring that the Strategic Report and the Report of the Directors and other information included in the Annual Report and Financial Statements is prepared in accordance with applicable law in the United Kingdom.

The maintenance and integrity of the Group website is the responsibility of the Directors; the work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility or any changes that may have occurred in the accounts since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Corporate Governance Statement

The Board of the Group recognise the value of good corporate governance and implemented corporate governance procedures during the previous year and continued to use these during the financial year to 31 March 2022. These procedures are appropriate for the present size of the entity having given due regard to the Corporate Governance Code for Small and Mid-Size Quoted Companies issued by the Quoted Companies Alliance ("QCA"). The Company has decided to apply the QCA Corporate Governance Code ("QCA Code") issued by the QCA in May 2018 and has published on its website details of the QCA Code, how the Company has complied with the QCA Code and, where it departs from the QCA Code, an explanation of the reasons for doing so. The Board has considered the Streamlined Energy and Carbon Reporting requirements and conclude that the Group has not consumed more than 40,000 kWh of energy and therefore qualifies as a low energy user and is exempt from reporting under these regulations.

Board Structure

The Board consists of four Directors (2022: four) of which three are executive and one non-executive, two executive and one non-executive directors hold shares in the Group.

The Board meets as and when required and is satisfied that it is provided with information in an appropriate form and quality to enable it to discharge its duties. All Directors are required to retire by rotation with one quarter of the Board seeking re-election each year.

Due to the current size of the Group, the duties that would normally be attributed to The Nomination Committee, have been undertaken by the Board as a whole.

The Board has undertaken a formal assessment of the auditor's independence and will continue to do so at least annually. This assessment includes:

- a review of non-audit services provided to the Company and the related fees;
- a review of the auditor's own procedures for ensuring the independence of the audit firm and parties and staff involved in the audit, including regular rotation of the audit partner; and
- obtaining confirmation from the auditor that, in their professional judgement, they are independent.

Internal Controls

The Board is responsible for the Group's system of internal controls and for reviewing their effectiveness. The internal controls are designed to ensure the reliability of financial information for both internal and external purposes. The Directors are satisfied that the current controls are effective with regard to the size of the Group. Any internal control system can only provide reasonable, but not absolute assurance against material mis- statement or loss. Given the size of the Group, the Board has assessed that there is currently no need for an internal audit function.

Financial Instruments

The Group's principal financial instruments comprise cash at bank, bank loans, other loans and various items within current assets and current liabilities that arise directly from its operations. The Directors consider that the key financial risk is liquidity. This risk is explained in the section headed 'Principal risks and uncertainties' in the Annual Report and Accounts on page 5.

Future Developments

Information relating to future developments is included in the Strategic Report on pages 4-7.

Post Balance Sheet Events

Following the year end, the Group accepted an offer on Orchard House of £940,000 less costs of sale, with the proceeds being used to clear the outstanding loan owed to Paragon Mortgages of £698,060 , a partial loan repayment of £176,000 being made to Mr G Howard, payment of creditors of £53,189.

On 18 August , the Company issued 125,000,000 new ordinary shares of 0.1p fully paid up in cash at 0.1p per share under a placing raising £125,000 before expenses.

Provision of information to auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Group's auditor is unaware; and

- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Group's auditor in connection with preparing their report and to establish that the Group's auditor is aware of the information.

Auditor

The auditor, MHA, will be proposed for re-appointment in accordance with Section 489 of the Companies Act 2006. Following a rebranding exercise on 15 May 2023 the trading name of the company's independent auditor changed from MHA MacIntyre Hudson to MHA.

This report was approved by the Board and signed on its behalf.

Paul Treadaway
Director

15 December, 2023

To the Members of Trafalgar Property Group plc

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Trafalgar Property Group plc. For the purposes of the table on pages 13 to 15 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Trafalgar Property Group plc and its subsidiaries (the "Group"). The "Parent Company" is defined as Trafalgar Property Group plc, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Trafalgar Property Group plc for the year ended 31 March 2023.

The financial statements that we have audited comprise:

- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Statement of Changes in Equity
- the Consolidated Statement of Cash Flows
- Notes 1 to 20 to the consolidated financial statements, including significant accounting policies
- the Company Balance Sheet
- the Company Statement of Changes in Equity and
- Notes 1 to 13 to the Company financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and International Financial Reporting Standards as adopted in the United Kingdom ("UK adopted IFRS"). 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 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 of the Parent Company's affairs as at 31 March 2023 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with applicable law and International Financial Reporting Standards as adopted in the United Kingdom (UK Adopted IFRS);
- the Parent Company financial statements have been properly prepared in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group 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 as applied to listed entities, 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.

Material uncertainty related to going concern

We draw your attention to the going concern section of the accounting policies in the financial statements which states that the group incurred substantial losses during the year and the continued requirement for successful future equity or debt fund raising. The impact of this together with other matters set out in the note, indicate a material uncertainty that may cast significant doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Group's and Parent Company's operations and specifically their business model.
- The evaluation of how those risks might impact on the Group's and Parent Company's available financial resources.

- Review of the mathematical accuracy of the cashflow forecast model prepared by management and corroboration of key data inputs to supporting documentation for consistency of assumptions used with our knowledge obtained during the audit.
- Challenging management for reasonableness of assumptions in respect of the timing and quantum of cash receipts and payments included in the cash flow model.
- Where additional resources may be required the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available.
- Holding discussions with management regarding future financing plans, corroborating these where necessary and assessing the impact on the cash flow forecast.
- Evaluating the accuracy of historical forecasts against actual results to ascertain the accuracy of management’s forecasts.

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.
Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Overview of our audit approach

Scope

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group’s system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

The Group consists of seven reporting components, of which three were considered to be significant components: Trafalgar Property Group plc, Selmat Limited and Trafalgar New Homes Limited. The significant components were subjected to full scope audits for the purposes of our audit report on the Group financial statements.

Significant components were determined based on:

1) financial significance of the component to the Group as a whole, and
2) assessment of the risk of material misstatements applicable to each component.

Our audit scope results in all major operations of the Group being subject to audit work.

Overall Materiality	2023	2022	
Group	£26,400	£35,800	2% (2022: 2%) of gross assets
Parent Company	£19,600	£19,500	2% (2022: 2%) of gross liabilities

Key audit matters	
Recurring	• Undisclosed related party transactions

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Undisclosed related party transactions

Key audit matter description	The Group enters into a significant number of transactions with related parties, both intra-group transactions and with individuals related to the Group. There is a risk that transactions (particularly any transactions which are not at arm's length) and balances with related parties are undisclosed or misclassified.
How the scope of our audit responded to the key audit matter	Our procedures included: Identifying the susceptibility of the financial statements to material misstatement from related party relationships and transactions. Obtaining management's records of related parties – who they are, the nature of these relationships, whether any related party transactions have been entered into in the year and the nature of those transactions. Understanding the controls procedures in place to identify, account for and disclose RP relationships and transactions, authorise and approve significant transactions and arrangements (both in the normal course of business and outside the normal course of business). An assessment of the presentation of related party transactions within the financial statements, this focused primarily on the Directors loan accounts. We reviewed movement on these balances in the year and vouched items to supporting evidence. We discussed with management the nature and purpose of these items and considered whether disclosure sufficiently addressed these matters. In addition, we obtained written confirmation of the balances from all disclosed parties and confirmed key terms to agreements.
Key observations	We concluded that the classification and disclosure of related party transactions is complete and appropriate.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent Company financial statements
Overall materiality	£26,400 (2022: £35,800)	£19,600 (2022: £19,500)
How we determined it	2% of gross assets (2021: 2% of gross assets)	2% of gross liabilities (2021: 2% of gross liabilities)
Rationale for the benchmark applied	We consider gross assets to be the main measure by which the users of the financial statements assess the prospects and success of the Group. Therefore, we consider this to be the most appropriate benchmark for Group materiality.	The Parent Company is largely a holding company incurring limited costs and financing the group. As a result of historic losses and the impairment of investments, we have considered gross liabilities as the most appropriate benchmark for materiality.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. Performance materiality for the Group was set at £15,840 (2022: £21,480) and at £11,760 (2022: £11,700) for the Parent Company which represents 60% (2022: 60%) of the above materiality levels. In determining performance materiality, we considered our understanding of the entity, including the quality of the control environment and whether we were able to rely on controls, and the nature, volume and size of uncorrected misstatements in the previous period.

We agreed with management that we would report to them all audit differences in excess of £1,320 (2022: £1,790) for the Group and £980 (2022: £975) for the Company as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to management on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Overview of the scope of the Group and Parent Company audits

Our assessment of audit risk, evaluation of materiality and our determination of performance materiality sets our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. This assessment takes into account the size, risk profile, organisation / distribution and effectiveness of group-wide controls, changes in the business environment and other factors such as recent internal audit results when assessing the level of work to be performed at each component.

The Group consists of 7 components, all of which are based in the UK and audited by the Group audit team.

	Number of components	Revenue	Total assets	Loss before tax
Full scope audit	3	100%	96%	98%
Analytical Review	4	0%	4%	2%
Total	7	100%	100%	100%

The control environment

We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle. We also tested operating effectiveness but did not place reliance on this work.

Reporting on other information
The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Strategic report and directors' report
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 the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception
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 by 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, as 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 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 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 financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which 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 material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud
The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Group's, including the Parent Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Group.
- We enquired of the directors and management concerning the Group's and the Parent Company's policies and procedures relating to:
    - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
    - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We discussed among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce costs, creating fictitious transactions to hide losses or to improve financial performance, and management bias in any accounting estimates.

Audit response to risks identified
In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Group's and the Parent Company's board meetings and enquiries of management regarding any ongoing legal cases;
- audit procedures performed by the engagement team in connection with the risks identified included:
    - Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias.
    - Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
    - Challenging assumptions and judgements made by management in their significant accounting estimates, in particular with respect to provisions for claims incurred but not reported.
- the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Use of our report
This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company’s members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Moyser FCA FCCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
15 December 2023

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

	Note	Year ended 31 March 2023 £	Year ended 31 March 2022 £
Revenue	1	**18,183**	**64,839**
Cost of sales	2	(30,900)	(3,159)
Gross (loss)/profit		**(12,717)**	**61,680**
Administrative expenses	2	(571,928)	(459,655)
Fair value movement on investment property	8	(122,751)	112,000
(Loss) on disposal of investment property	8	(12,382)	(28,646)
Operating (loss)	2	**(719,778)**	**(314,622)**
(Loss) before interest		(719,778)	(314,622)
Interest payable and similar charges	4	(123,848)	(171,714)
(Loss) before taxation		**(843,626)**	**(486,336)**
Income tax	5	-	-
(Loss) after taxation for the year attributable to equity holders of the parent		(843,626)	(486,336)
Other comprehensive income attributable to equity holders of the parent		-	-
Total comprehensive (loss) for the year		**(843,626)**	**(486,336)**
(Loss) attributable to:			
Equity holders of the Parent		(843,626)	(486,336)
Total comprehensive (loss) for the year attributable to:			
Equity holders of the Parent		(843,626)	(486,336)
(LOSS) PER ORDINARY SHARE:			
Basic/diluted	6	(0.34) p	(0.34) p

All results in the current and preceding financial year derive from continuing operations.
The notes on pages 32 to 44 are an integral part of these consolidated financial statements.

	Note	As at 31 March 2023 £	As at 31 March 2022 £
TOTAL ASSETS			
Non-current assets			
Plant and equipment	7	25,853	1,137
		25,853	1,137
Current assets			
Inventory	11	317,796	25,657
Investment Properties	8	927,249	1,712,000
Trade and other receivables	9	34,033	40,500
Cash and cash equivalents	10	17,148	12,753
		1,296,226	1,790,910
Total assets		**1,322,079**	**1,792,047**
EQUITIES & LIABILITIES			
Current liabilities			
Trade and other payables	12	222,863	370,233
Borrowings	13	874,697	869,697
		1,097,560	1,239,930
Non-current liabilities			
Deferred tax	5	-	-
Borrowings	13	3,573,217	3,824,724
Total liabilities		**4,670,777**	**5,064,654**
Net (liabilities)/Assets		**(3,348,698)**	**(3,272,607)**
Called up share	14	2,860,150	2,726,817
Share premium		3,484,915	3,250,249
Reverse acquisition reserve		(2,817,633)	(2,817,633)
Loan note equity reserve	14 & 16	107,204	30,303
Capital contribution reserve	17	400,147	157,777
Profit & loss account		(7,383,481)	(6,620,120)
Total Equity		**(3,348,698)**	**(3,272,607)**
Total Equity & Liabilities		**1,322,079**	**1,792,047**

These financial statements were approved by the Board of Directors and authorised for issue on 15 December, 2023 and are signed on its behalf by:

P Treadaway: ………………………………………. G Thorneycroft: …………………………………………
The notes on pages 32 to 44 are an integral part of these consolidated financial statements.

	Share Capital	Share Premium	Loan Note Equity Reserve	Reverse acquisition reserve	Retained profits/ (losses)	Capital Contribution Reserve	Total Equity
	£	£	£	£	£	£	£
At 1 April 2021	**2,726,817**	**3,250,249**	**71,074**	**(2,817,633)**	**(6,192,737)**	**-**	**(2,962,230)**
Loss for the year					(486,336)		(486,336)
Total comprehensive income for the year					(486,336)		(486,336)
Loan note equity reserve			18,182				18,182
Movement in loan note equity reserve			(58,953)		58,953		-
Capital contribution during the period						157,777	157,777
At 31 March 2022	**2,726,817**	**3,250,249**	**30,303**	**(2,817,633)**	**(6,620,120)**	**157,777**	**(3,272,607)**
At 1 April 2022	**2,726,817**	**3,250,249**	**30,303**	**(2,817,633)**	**(6,620,120)**	**157,777**	**(3,272,607)**
Loss for the year					(843,626)		(843,626)
Total comprehensive income for the year					(843,626)		(843,626)
Loan note equity reserve			76,901		80,165		157,066
Capital Contribution during the period						242,370	242,370
Shares issued during the year net of costs	133,333	234,666			100		368,099
At 31 March 2023	**2,860,150**	**3,484,915**	**107,204**	**(2,817,633)**	**(7,383,481)**	**400,147**	**(3,348,698)**

The reverse acquisition reserve was created in accordance with IFRS3 ‘Business Combinations’. The reserve relates to a reverse acquisition between the Company and Combe Bank Homes Ltd (CBH) on 11/11/2011 via a share for share exchange. This reserve arises as a result of the elimination of the Plc's investment in CBH resulting in the shareholders of PLC becoming majority shareholders in the enlarged group.

Retained profit/(losses) are the cumulative net gains and losses less distributions made and items of other comprehensive income not accumulated in another separate reserve.

Loan note equity reserve relates to the equity portion of the convertible loan notes and is the amount that has been provided for in respect of the difference between the cash value and the liability element of the loan notes. An adjustment has been made of £76,901 which is the amount provided for to 31 March 2023.

Capital contribution reserve arises due to amounts waived in respect of previously accrued interest on shareholders or related party loan accounts. . Capital contribution reserves are shown in note 17.

Further details of shares issues in the year are shown in note 14,

The notes on pages 32 to 44 are an integral part of these consolidated financial statements.

	2023 £	2022 £
Cash flow from operating activities		
(Loss) after taxation	(843,626)	(486,336)
Depreciation	284	379
(Increase) Decrease in inventory	(321,889)	52,954
Decrease (Increase) in receivables	6,467	(7,045)
Increase (Decrease) in payables	95,001	(53,958)
Loss on disposal	12,382	22,500
Inventory written-off	29,750	-
Property revaluation	122,751	(112,000)
Loan note equity movement	157,066	58,953
Interest payable and similar charges	123,848	171,714
Net cash outflow from operating activities	**(617,966)**	**(352,839)**
Investing activities:		
Disposal/(Purchase) of investment property	649,618	352,500
Purchase of equipment	(25,000)	
	624,618	**352,500**
Financing activities:		
Issue of shares (net of costs)	368,100	-
New loan borrowings	105,116	-
Repaid loan borrowings	(270,191)	-
Related party new loan borrowing	188,153	297,500
Related party loan repayment	(259,752)	(452,758)
Repayment of other borrowings	(90,000)	(9,583)
Interest paid	(43,683)	(68,260)
Net cash (outflow) from financing	**(2,257)**	**(233,101)**
(Decrease)/increase in cash and cash equivalents in the year	**4,395**	**(233,440)**
Cash and cash equivalents at the beginning of the year	12,753	246,193
Cash and cash equivalents at the end of the year	**17,148**	**12,753**

The notes on pages 32 to 44 are an integral part of these consolidated financial statements.

BASIS OF ACCOUNTING

These financial statements are for Trafalgar Property Group Plc ("the Company") and its subsidiary undertakings ('the Group'). The Company is a public company, limited by shares and incorporated in England and Wales. (Company number is 04340125). The Company's registered office is Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent, TN8 7PD.

The nature of the Group's operations and its principal activities are set out in the Strategic Report on page 4 - 7 .

BASIS OF PREPARATION

The Group financial statements have been prepared in accordance with International Financial Reporting Standards as adopted in the United Kingdom ("UK adopted IFRS") and those parts of the Companies Act 2006 that are relevant to companies which report in accordance with IFRS. These financial statements are for the year ended 31 March 2023 and are presented in pounds sterling ("GBP") rounded to the nearest pound. The comparative year is for the year to 31 March 2022.

The financial statements have been prepared under the historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

AUDIT EXEMPTION OF SUBSIDIARIES

The following subsidiaries are exempt from the requirements of the UK Companies Act 2006 relating to the audit of individual accounts by virtue of s479A of the Act.

Company name	Registered number
Trafalgar New Homes Ltd	06003791
Trafalgar Retirement+ Ltd	10431083
Selmat Ltd	09428992
Combe Homes (Borough Green) Ltd	08965850
Combe Bank Homes (Oakhurst) Ltd	07532693
Life Hydroponic Assets Ltd	14437592

The outstanding liabilities at 31 March 2023 of the above named subsidiaries have been guaranteed by the Company pursuant to s479AC of the Act. In the opinion of the directors, the possibility of the guarantees being called upon is remote.

GOING CONCERN

The Directors have reviewed forecasts and budgets for the coming year, which have been drawn up with appropriate regard for the current economic environment and the particular circumstances in which the Group operates. These were prepared with reference to historical and current industry knowledge, taking into account future strategy of the Group.

During the year the Company raised £400,000 for working capital purposes by way of an issue of 133,333,333 shares at 0.3p per share and re-organised the loans with C C Johnson for a further two years.

As indicated in note 20 subsequent to the balance sheet date, the Company has raised £125,000 for working capital purposes by way of an issue of 125,000,000 shares at 0.1p per share.

The total amount of loans remaining in the Group following the sale of the investment property during the year amounts to £4,447,914 (2022 - £4,694,421) as shown in note 13. At the date of the audit report the final investment property had been sold and from the sale proceeds a total of £851,698 was repaid to clear part of the loans outstanding. Of the balance of the loans remaining outstanding of £3,596,216, a sum of £3,299,800 relates to loans owed to C Johnson, plus connected parties, a director of subsidiary companies. The balance of amounts owed were to independent third parties.

The Group continues to utilise banking sources for the financing of its developments, together with significant loans from third party investors as stated in note 13, which is after the disposal of its investment properties, to ensure that there is sufficient money available for the Group to undertake and complete its various developments.

The Group does not operate an overdraft facility but borrow on a site specific basis from various bankers, with a mix of loans from outside investors geared to some of the development properties and otherwise loaned on a general basis to the Group.

The Board is comfortable with the structure of its bank finance, which usually involves the bank lending a modest sum towards the land purchase for the modest sized residential development schemes, with the Group putting up the rest of the funds required to acquire the site and the costs associated with the acquisition and then for the bank to provide 100% of the build finance.

The site at Speldhurst is due for completion by the end of 2023 with a sale expected in quarter one of 2024. This sale will then make additional funds available to the group.

However, given that a degree of uncertainty exists in the timing of future sales, and management's ability to refinance all loans due in the next twelve months, there exists a material uncertainty in relation to the going concern basis adopted in the preparation of the financial statements.

REVENUE RECOGNITION

Revenue represents the amounts receivable from the investment in residential property during the year and other income directly associated with property development. This will take the form of rental income and sales of investment property.

Rental income is recognized at the point of receipt being the contractual date in accordance with the tenancy agreements.

Revenue from customers arising from the sales of development property are recognized at the transaction price which reflects the amount of consideration that is expected to be received, and is recognized at a point in time when ownership passes to the customer, which in the majority of cases is the point of legal completion of the property sale and are shown in the accounts by way of a profit/(loss) on disposal.

The Directors are of the opinion that this accounting policy accurately reflects commercial reality and the recording of revenue for the Group.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following new standards or amendments to existing standards were applicable for the first time and have not had an impact on the financial statements.

New standards, interpretations and amendments

Amendments to IFRS 16, Lease liability in a Sale and Leaseback

Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) requires a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

The Group adopt early the following amendments to standards which are not yet mandatory.

Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current *(issued January 2020)*

The amendments clarify that the classification of a liability as current or non-current is based only on rights existing at the end of the reporting period and the classification is not affected by expectations about whether rights to settle or defer a liability will be exercised. Further, the amendments clarify that the settlement of a liability refers to the transfer of cash, convertible debts, other assets, or services to the counterparty. This amendment only affects presentation.

The amendment is effective for financial years beginning on or after 1 January 2024 and has not yet been adopted for use in the United Kingdom.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Adoption of the following standards does not have an impact on the consolidated financial statement of the Group:

Amendments to IFRS 3 – References to the conceptual framework *(issued in May 2020)*

The amendments change references and cross-references from IFRS 3 to the Framework for the Preparation and Presentation of Financial Statements.

The amendment is effective for financial years beginning on or after 1 January 2022.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Amendments to IAS 16 Property, Plant and Equipment *(issued in May 2020)*

The amendments require any proceeds from selling items produced (and related production costs) in the course of bringing an item property, plant and equipment into operation to be recognised in profit or loss clarifying that such items are not reflected in the cost of the asset.

The amendment is effective for financial years beginning on or after 1 January 2022.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets *(issued in May 2020)*

The amendments clarify that the cost of fulfilling a contract are costs that relate directly to

that contract. Such costs can be the incremental costs of fulfilling that contract or an allocation of other costs directly related to fulfilling that contract.

The amendment is effective for financial years beginning on or after 1 January 2022.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Amendments to IAS 1 and IFRS Practice Statement - Disclosure of Accounting policies *(issued in February 2021)*

The amendments enhance the disclosure requirements relating to an entity's accounting policies and clarify that the notes to a complete set of financial statements are required to include material accounting policy information. Material accounting policy information, when considered with other information included in the financial statements, can reasonably be expected to influence decisions that the primary users of financial statements make on the basis of the financial statements. The amendments help preparers determine what constitutes material accounting policy information and notes that accounting policy information which focuses on how IFRS has been applied to its own circumstances is more useful for users of financial statements than standardised information or information duplicating the requirements of IFRS.

The amendment also states that immaterial accounting policy information need not be disclosed but when it is disclosed it shall not obscure material accounting policy information. Further, if accounting policy information is not deemed material this does not affect the materiality of related disclosure requirements of IFRS.

The disclosure of judgements made in applying accounting policies should reflect those that have had the most significant effect on items recognised in the financial statements.

The amendment is effective for financial years beginning on or after 1 January 2023 and has not yet been adopted for use in the United Kingdom.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Amendments to IAS 8 - Definition of Accounting Estimates *(issued in February 2021)*

The amendments introduce a new definition of accounting estimates and also clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors.

The amendment is effective for financial years beginning on or after 1 January 2023 and has not yet been adopted for use in the United Kingdom.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction *(issued 7 May 2021)*

The amendments specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations.

In specified circumstances, companies are exempt from recognising deferred tax when they recognise assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations—transactions for which companies recognise both an asset and a liability.

The amendments clarify that the exemption does not apply and that companies are required to recognise deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations.

The amendments are effective for financial years beginning on or after 1 January 2023 and have not yet been adopted for use in the United Kingdom.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Annual Improvements to IFRS Standards 2018–2020 *(Issued May 2020)*

The improvements to IFRS address the following:

- ***Amendments to IFRS 1*** – a subsidiary which adopts IFRS for the first time may elect, in its financial statements, to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRSs if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture.

- ***Amendments to IFRS 9*** – in regard to the derecognition of financial liabilities, the amendment to IFRS 9 clarifies that when undertaking the 10% derecognition test that in the determination of fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

- ***Amendments to IAS 41*** – the amendment clarifies that when determining fair value of a biological asset an entity does not include any cash flows for financing the assets, taxation, or re-establishing biological assets after harvest (for example, the cost of replanting trees in a plantation forest after harvest).

- ***Amendments to IFRS 16*** – the amendments make one of the worked examples in the application guidance clearer to follow.

The amendment is effective for financial years beginning on or after 1 January 2022.

The Group does not expect a material impact on its consolidated financial statements from these amendments.

Business Combination

On the acquisition of a subsidiary, the business combination is accounted for using the acquisition method. The cost of an acquisition is measured as the aggregated amount of the fair value of the consideration transferred, measured at the date of acquisition. The consideration paid is allocated to the assets acquired and liabilities (including contingent liabilities) assumed on the basis of fair values at the date of acquisition. Acquisition costs are expensed when incurred and included in general and administrative expenses.

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the company and its subsidiaries.

The results of subsidiaries acquired during the year are included from the date of acquisition, being the date on which the Group obtains control. They are deconsolidated on the date that control ceases.

When the Group ceases to have control or significant influence, any retained interest in the entity is re measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean the amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Control is achieved when the Company:

- has the power over the investee;
- is exposed or his rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

FUNCTIONAL CURRENCY

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Pounds Sterling (£), which is the Company's functional and the Group's presentation currency.

In preparing these financial statements, transactions in currencies other than the Company and Group's presentational currency ("foreign currencies") are recorded at the rates of exchange prevailing on the dates of the transaction. At each statement of financial position date, monetary items in foreign currencies are translated into the presentational currency at the exchange rate prevailing at statement of financial position date.

Exchange differences arising on the settlements of monetary items and on the retranslation of monetary items are included in the consolidated statement of comprehensive income for the year.

DEFINED CONTRIBUTION PENSION PLAN

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payments obligations.

The contributions are recognised as an expense in the profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds

FINANCIAL INSTRUMENTS

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual term expire. The Company's accounting policies in respect of financial instruments transactions are explained below: Financial assets and financial liabilities are initially measured at fair value.

Financial assets:
All recognised financial assets, including trade and other receivables, are initially recognized at the transaction price and subsequently measured at amortised cost using the effective interest rate method.

Debt instruments at amortised cost
Debt instruments are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Trade payables
Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

Convertible loan notes

Convertible loan notes are regarded as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible loan notes and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in equity. Issue costs are apportioned between the liability and equity components of the convertible loan notes based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity. The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible debt to the liability component of the instrument. The difference between this amount and the interest paid is added to the carrying amount of the convertible loan note.

Share capital

Ordinary share capital is classified as equity. Interim ordinary dividends are recognised when paid and final ordinary dividends are recognised as a liability in the year in which they are approved.

Deferred shares were created as part of a subdivision of shares but carry no voting rights and no right to participate in the profits of the company.

Impairment of financial assets

IFRS 9 offers two approaches for measuring and recognizing the loss allowance: General and Simplified. The general approach should be applied for all financial assets subject to impairment, except for trade receivables or contract assets (IFRS 15) without significant financing component, for these assets simplified approach should be applied. The Group's financial instruments measured at amortised cost falling within the scope of the standard are (i) trade and other receivables and (ii) cash and cash equivalents. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Trade and other receivables
The Group applies the IFRS 9 Simplified approach, by recognising a loss allowance based on a lifetime expected credit loss ("ECL") at each reporting date.

Financial liabilities:

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Company de-recognise financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash balances and deposits held at call with banks with maturities of three months or less from inception.

INVENTORIES

Inventories consist of the original acquisition of land for development, including costs associated with planning, and properties under construction and are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Interest on sums borrowed that finance specific projects is added to cost. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

PROPERTY PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets using the reducing balance method over their expected useful economic lives. The rates generally applicable are:
Fixtures, fittings and equipment - 25% on reducing balance

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

INVESTMENT PROPERTY

Investment property, which is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.”

FINANCIAL LIABILITIES & CONVERTIBLE DEBT

Financial liabilities and convertible debt issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and convertible debt instrument. The current Convertible debts are accounted for as having both a debt and an equity element. The difference between the loan note value received by the company and the fair value of a debt only instrument with imputed interest rate and with a final settlement figure is recognized under loan note equity reserve account at the point of issue. This loan note equity reserve has a 10% imputed interest rate as managements' best estimate as to the interest rate that would be expected from the market for an unsecured loan without a conversion element. Convertible debt consists of unsecured loan notes convertible, totaling £905,000 (2022: £905,000) in full, into 226,250,000 ordinary shares at 0.4p per ordinary share and can be convertible at any time by Mr. C C Johnson for two years from July 2022, further details are provided within note 13.

BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that take a substantial period of time to be completed for sale, are added to the cost of property held as inventory at the year end. All other borrowing costs are recognised in the profit or loss in the year in which they relate.

CURRENT AND DEFERRED TAXATION

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date.

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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 and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition
(other than in a business combination) 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 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 and tax laws that have been enacted or substantively enacted at the reporting date that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited directly to other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

COMMITMENTS AND CONTINGENCIES

Commitments and contingent liabilities are disclosed in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is virtually certain.

CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION AND UNCERTAINTY

The preparation of financial statements in conformity with law & United Kingdom adopted International Financial Reporting Standards (UK adopted IFRS) and IFRS in conformity with the requirements of the Companies Act 2006 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Group financial statements are disclosed below.

Estimates and judgments 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 present circumstances.

Valuation of Inventory

The Group assesses the net realisable value of inventories under development and completed properties held for sale according to their recoverable amounts based on the realisability of these properties, taking into account estimated costs to completion based on past experience and committed contracts and estimated net sales based on prevailing market conditions. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be realised. The carrying value is reduced by its selling price less costs to complete and sell. This written down amount is recognised immediately in profit or loss. The assessment requires the use of judgment and estimates. The carrying amount of inventory is disclosed in note 11 to the financial statements.

Recognition of deferred tax assets

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

Impairment of non financial assets

At each statement of financial position date, the Company reviews the carrying amounts of its tangible and intangible assets with finite lives to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the assets recoverable amount is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of (a) fair value less costs to sell and (b) value in use.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is land or buildings at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised as income immediately, 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. SEGMENTAL REPORTING

For the purpose of IFRS 8, the chief operating decision maker (“CODM”) takes the form of the Board of Directors. The Directors’ opinion of the business of the Group is as follows.

The principal activity of the Group is investment in residential property.

Based on the above considerations, the Directors’ consider there to be one reportable geographical segment which is in the UK The internal and external reporting is on a consolidated basis with transactions between Group companies eliminated on consolidation. Therefore the financial information of the single segment is the same as that set out in the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of financial position and cashflows. Therefore no segmental reporting is required.

Revenue

An analysis of revenue is as follows:

	2023	2022
	£	£
The Group's revenue, which is all attributable to their principal activity, can be shown as follows:		
Rental Income	18,183	64,839
	18,183	**64,839**

	2023	2022
	£	£
Timing of Revenue are as follows:		
Rental income transferred over time	18,183	64,839
	18,183	**64,839**

	2023	2022
	£	£
Revenues analysed by geographic location are as follows:		
United Kingdom	**18,183**	**64,389**

2. LOSS FOR THE YEAR

Operating loss is stated after charging/(crediting) the following:

	£	£
Subcontractor costs and cost of inventories recognised as an expense	1,150	3,159
Write off of Inventory	29,750	-
	30,900	**3,159**
Depreciation of property, plant and equipment	284	379
Auditor's remuneration – audit services – Group	31,750	25,650
Auditor's remuneration – other assurance services – Group	4,750	5,000
	36,500	**30,650**
Operating expenses by nature:		
Employee expenses	228,184	142,056
Depreciation	284	379
Legal and professional fees	257,648	174,574
Other expenses	85,812	142,646
	571,928	**459,655**

There are no operating expenses that generated a rental income during the year.

3. EMPLOYEES AND DIRECTORS' REMUNERATION

Staff costs during the year were as follows:

	2023	2022
	£	£
Wages and salaries	185,567	114,500
Social security costs	20,627	6,796
Other pension costs	21,990	20,760
	228,184	**142,056**

The average number of employees of the Group during the year was:

	2023 Number	2022 Number
Directors	6	7
C C Johnson and A Johnson are directors of subsidiary entities		
Management	1	1

Directors Remuneration was as follows:

	2023	2022
	£	£
- Emoluments for qualifying services J Dubois	8,333	7,500
- Emoluments for qualifying services A Johnson (director of subsidiary entity)	60,000	60,000
- Emoluments for qualifying services P Treadaway	50,000	15,000
- Emoluments for qualifying services P Challinor	6,731	-
- Emoluments for qualifying services N Lott	3,333	-
- Emoluments for qualifying services G Thorneycroft	39,169	9,000
	167,566	**91,500**

Highest paid director – gross salary including company pension contributions was £61,800 (2022 - £61,800)

There are retirement benefits accruing to Mr C C Johnson (director of subsidiary entities) for whom a Company contribution was paid during the year of £18,000 (2022: £18,000), Mr A Johnson (director of subsidiary entities) £1,800(2022: £1,800) and Mr G Thorneycroft £1,500 (2022: £270). Consultancy fees of £Nil (2022: £2,500) were paid to Mr N Lott during the year.

4. INTEREST PAYABLE AND SIMILAR CHARGES

For sites where the construction had been completed, the bank loan interest paid during the year on these sites of £920 (2022: £nil) has been accounted for in the profit & loss within cost of sales. Total interest in the year of £86,451 (2022: £171,714) has been paid and accrued on general funding loans, loan notes and on rental property mortgage loan. Further details are provided in notes 13 and 15.

	2023	2022
	£	£
C C Johnson	-	25,000
DFM Pension Scheme (pension scheme for J Dubois (former director))	1,559	12,000
G Howard	10,000	29,500
C Rowe	584	4,500
S Johnson	198	10,331
Loan notes - C C Johnson	80,165	58,954
Paragon mortgage	30,422	31,429
Bank loan	920	-
	123,848	**171,714**

5. TAXATION

	2023	2022
	£	£
Current tax	-	-
Tax charge	-	-

UK corporation tax rate has been reviewed upward to 25% effective April

	2023	2022
	£	£
(Loss)/profit on ordinary activities before tax	(843,626)	(486,336)
Based on (loss) for the year:		
Tax at 19% (2022: 19%)	(160,289)	(92,403)
Unrelieved tax losses	-	-
Impairment	-	-
Tax losses carried forward	160,289	92,403
Tax charge for the year	-	-

Deferred tax

No deferred tax assets have been provided in respect of property revaluation as there are historical losses upon which to offset. As at the 31 March 2023, the Group had cumulative tax losses of £6,296,440 (2022: £5,453,582) that are available to offset against future taxable profits of the same trade.

	2023	2022
	£	£
Fair value movement on property revaluation	(122,751)	112,000
Tax at 19%	(23,323)	21,280
Tax losses available	23,323	(21,280)
Deferred tax for the year	-	-

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits. UK corporation tax rate has been reviewed by the Group as a result of this changes.

6. (LOSS) PER ORDINARY SHARE

The calculation of (loss)/profit per ordinary share is based on the following (losses) and the number of shares used should be that retrospectively adjusted for the effect of consolidation:

	2023	2022
	£	£
(Loss) for the year	(843,626)	(486,336)
Weighted average number of shares for basic (loss) per share	**249,525,835**	142,519,038
Weighted average number of shares for diluted (loss) per share	**249,525,835**	142,519,038
(Loss) per Ordinary Share:		
Basic	(0.34)p	(0.34)p
Diluted	(0.34)p	(0.34)p

7. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment	2023	2022
	£	£
Cost		
At 1 April	7,790	7,790
Additions	25,000	-
At 31 March	**32,790**	**7,790**
Depreciation		
At 1 April	6,653	6,274
Charge for the year	284	379
At 31 March	**6,937**	**6,653**
Net book value at 31 March	**25,853**	**1,137**

8. CURRENT ASSET: PROPERTIES

	2023	2022
FAIR VALUE	£	£
As at 01 April	1,712,000	-
Additions	-	1,975,000
Disposals	(662,000)	(375,000)
Fair Valuation Adjustment	(122,751)	112,000
31 March	**927,249**	**1,712,000**
NET BOOK VALUE		
As at 31 March	**927,249**	**1,712,000**
Fair Value at 31 March is represented by:		
Revaluation in 2023 (2022: at revalued amount)	**927,249**	**1,712,000**
Loss on Disposal:		
Fair value	662,000	375,000
Disposal proceeds (net of costs)	649,618	352,500
Loss on Disposal	**12,382**	**22,500**

Fair value has been assessed by using level 3 fair value hierarchy and using the selling price achieved following the sale of one leasehold property in May 2022 of £337,000 and another property sold in February 2023 of £325,000. The remaining property was fair valued using the selling price achieved following the sale in September 2023.

9. TRADE AND OTHER RECEIVABLES

	2023	2022
	£	£
Other receivables	2,300	2,300
Other taxes	9,457	12,530
Prepayments	22,276	25,670
	34,033	**40,500**

No IFRS9 provision has been recognized on the above financial instruments on the basis that this provision has been deemed to be immaterial

10. CASH AND CASH EQUIVALENTS

All of the Group's cash and cash equivalents at year end are in Sterling and held at floating interest rates.

	2023	2022
	£	£
Cash and cash equivalents	**17,148**	**12,753**

The Directors consider that the carrying amount of cash and cash equivalents approximate to their fair value.

11. INVENTORY

	2023	2022
	£	£
Work in progress	**317,796**	**25,657**

Inventories recognised as an expense during the period totalled £nil (2022: £nil). Borrowing costs capitalized in the year total £6,393 (2022 – nil)

Write-down of inventories recognised as an expense in the period totalled £29,750 (2022: £nil). This was due to the owners of the Leatherhead site taking an alternative offer for their project from an independent third party

Inventories pledged as security for liabilities as at the year end totalled £275,000 (2022: £nil).

12. TRADE AND OTHER PAYABLES

	2023	2022
	£	£
Trade payables	122,697	23,715
Taxation & social security	14,211	5,378
Accruals	85,955	341,140
	222,863	**370,233**

13. BORROWINGS

	2023	2022
	£	£
Directors' loans	3,086,949	3,038,382
Other loans	560,000	731,666
Bank loans - see under	800,965	924,373
	4,447,914	**4,694,421**
Being:		
Less than one year	874,697	869,697
More than one year	3,573,217	3,824,724
	4,447,914	**4,694,421**

Directors' loans included a sum of £nil (2022: £100,000) advanced by the DFM Pension Scheme of which Mr J Dubois was the principal beneficiary, which had been repaid during the year. This loan bore interest at 12% per annum (2022: 12% per annum).

Historic loan notes with a nominal value of £600,000 and £200,000 respectively were rolled up in to a new convertible loan note agreement in the year along with related party loans of £105,000 to create a new convertible loan note with a nominal value of £905,000. The liability in respect of this transaction is disclosed within directors loans above with a present value as at 31st March 2023 of £797,796 (2022: £769,697). Refer to note 14 for further details. As a financial instrument with both debt and equity components, an amount was recognised directly into a Loan Note Equity Reserve on issue, as explained further in note 14, with the debt element being unwound at an implied interest rate of 10% and the interest recognized through profit and loss.

The remaining balance is disclosed in note 15.

Included in other loans is £560,000 (2022: £600,000) advanced by Mr G Howard (son-in-law to Mr C C Johnson to the Company at rates of 10% & 5% per annum (2022: 10% & 5% pa) together with £nil (2022: £90,000) has been advanced by C Rowe, a former employee of the Group, at a rate of 5% per annum. The balance relates to the Covid Loan. Details of the negotiated loan interest reduction with Mr G Howard for accrued interest are given in note 17.

Mrs S Johnson, wife of Mr C C Johnson has a legal charge on flats 3 & 5 Burnside Court Sandhurst Road, Tunbridge Wells Kent of £nil (2022: £33,255) in connection with her loan to Selmat. During the year the sum of £33,255 was repaid.

Selmat has also granted to Paragon Mortgages a legal charge over the freehold property at Hildenborough. The mortgage was interest only, for a term of seven years with a fixed interest rate for the first five years. The property property had been rented out but was sold after the year end.

The bank borrowings are repayable as follows:	2023	2022
	£	£
On demand or within one year	-	-
In the second year	-	-
In the third to fifth years inclusive	-	-
After five years	800,965	924,373
	800,965	924,373
Less amount due for settlement within twelve months	-	-
(included in current liabilities)		
Amount due for settlement after twelve months	800,965	924,373

The weighted average interest rates paid on the bank loans were as follows:

Bank loans: 3.4 % (2022: 3.4%)

All of the Directors' loans are repayable after more than 1 year with the exception of loan notes amounting to £797,796 relating to Mr C C Johnson.. All loans are interest bearing and charged accordingly. However Mr C C Johnson has waived his right to interest in the year with the exception of the first £ 500,000 (2022: first £500,0000). Interest of nil (2022: £25,000) has been accrued in the year. Interest of £1,559 (2022: £12,000) was paid to Mr J Dubois at the rate of 12% pa (2022: 12% pa).

14. SHARE CAPITAL

Issued allotted & paid share capital	2023 Number	2022 Number
Ordinary shares		
Ordinary shares of 0.1p in issue	142,519,038	142,519,038
Ordinary shares of 0.1p issued in year	133,333,333	-
Total ordinary shares of 0.1p in issue	**275,852,371**	**142,519,038**
Deferred shares		
Deferred shares of 0.9p in issue	287,144,228	287,144,228
Deferred shares of 0.9p arising in year	-	-
Total Deferred shares of 0.9p in issue	**287,144,228**	**287,144,228**

Background - Ordinary shares, warrants and loan notes

On 10 June 2022, 133,333,333 ordinary shares of 0.1p each were issued under a placing at 0.3p each (at a premium of 0.2p per share) to raise £400,000 before costs of £32,000.

On the 31 July 2022 the Company agreed with Mr C C Johnson a consolidation and variation of terms of the two unsecured convertible loan notes and direct debt held by him. The conversion of the total amount owed to him by the Company (£905,000) has resulted in the issue to Mr C C Johnson of a new unsecured conversation loan note for an aggregate amount of £905,000, expiring 31 July 2024. This has replaced:

- The £ 600,000 unsecured convertible loan notes issued in July 2020 which would have been redeemable on 31 July 2022 and which were convertible at 2p per share (following the share consolidation in December 2020) and carried the right upon a conversion of the loan notes, to the grant of warrants to subscribe for ordinary shares on a one to one basis, exercisable at the conversion price of 2p for a period of two years from the date of grant;

- The £ 200,000 unsecured convertible loan notes comprised in the loan facility entered into in November 2021, which would have been redeemable on 30 November 2022, and which were convertible at 0.7p per share;

- £ 105,0000 owed to him by the Company on directors' loan account.

The new unsecured convertible loan note is convertible in full into 226,250,000 ordinary shares of 0.4p per ordinary share and can be converted by Mr Johnson, subject inter alia to his entire holding being less than 29.99 per cent of the voting rights in issue in the Company.

The new unsecured convertible loan note carried the right upon a conversion, to the grant of warrants to subscribe for ordinary shares on a one for one basis, exercisable at the conversion price for a period of two year from the date of grant.

Loan note equity reserve is the amount that has been provided for in respect of the difference between the cash value and liability element of the loan notes.

The convertible loan notes have been accounted for as having both a debt and an equity element. This results in the creation of a loan note equity reserve at the point of issue. This loan note equity reserve is the difference between the loan note value received by the company of £ 905,000 (31 3 22: £800,000) and the fair value of a debt only instrument with a 10% imputed interest rate and a final settlement figure of £905,000 in July 2024. This 10% imputed interest rate of £80,165 (2022: £33,058), is managements' best estimate as to the interest rate that would be expected from the market for an unsecured loan of £905,000 without a conversion element.

Deferred shares do not entitle the holder to receive notice of and to attend or vote at any general meeting of the Company or to receive dividends or other distributions. Upon winding up or dissolution of the Company the holders of deferred shares shall be entitled to receive an amount equal to the nominal amount paid up thereon, but only after holders of ordinary shares have received £100,000 per ordinary share. Holders of deferred shares are not entitled to any further rights of participation in the assets of the Company. The Company has the right to purchase the deferred shares in issue at any time for no consideration.

Issued, allotted and fully paid	**2023**	**2022**
	£	**£**
Ordinary shares b/fwd	142,519	142,519
Deferred shares b/fwd	2,584,298	2,584,298
Issued in year - ordinary shares	133,333	-
Issued in year – deferred shares	-	-
	2,860,150	**2,726,817**

For the purpose of preparing the consolidated financial statement of the Group, share capital represents the nominal value of the issued share capital of 0.1p per share (2022: 0.1p per share). Share premium represents the excess over nominal value of the fair value consideration received for equity shares net of expenses plus deferred shares of 0.9p after issued share capital of 1p.

15. RELATED PARTY TRANSACTIONS

Mr C C Johnson, a subsidiary Director who served during the year, held 18,681,580 ordinary 0.1p shares in the Group as at 31 March 2023 (2022 18,681,580 ordinary 0.1p).

Mr N Lott, who served as a Director during the year, held 50,000 ordinary 0.1p shares in the Group as at 31 March 2023 (2022: 50,000 ordinary 0.1p).

Mr P Treadaway who served as a Director during the year, held 19,733,466 ordinary 0.1p shares in the Group as at 31 March 2023 (2022: 19,733,466 ordinary 0.1p).

Mr G Thorneycroft who served as a Director during the year, held 600,000 ordinary 0.1p shares in the Group as at 31 March 2023 (2022: 600,000 ordinary 0.1p).

Further details relating to warrants can be found under note 16.

The following working capital loans have been provided by the	2023 £	2022 £
C C Johnson		
Opening balances	**2,938,382**	**3,002,865**
Loan repayments	(63,255)	(325,568)
Personal drawings	(19,587)	(36,415)
Capital injected	268,258	297,500
Balance carried forward	**3,123,798**	**2,938,382**
J Dubois		
Opening balances	**100,000**	**150,000**
Loan repayments	(100,000)	(50,000)
Balance carried forward	**-**	**100,000**
P Treadway		
Opening balances	**-**	-
Drawn in year	(36,849)	-
Balance carried forward	**(36,849)**	-
Total Directors' Loan	**3,086,949**	**3,038,382**

Mr Johnson's Loan bore interest during the year at 5% (2022: 5% pa), but he has chosen to forego the interest (2022: exception first £ 500,000 of capital upon which interest is paid at 5%). Mr Johnson was due interest of £ nil in the year (2022: £25,000). Mr Johnson is no longer a Director of Trafalgar Property Group Plc, but remains a director of other entities to the Group and remains a shareholder. Mr Dubois's Loan, which is from his Pension Fund of which he is the sole beneficiary, was paid interest of £1,559 (2022: £12,000) at 12% pa interest (2022: 12% pa). This loan was fully repaid on 16th May 2022.

Mrs S Johnson, wife of Mr C C Johnson had originally provided a loan of £380,000 (2022: £ 380,000) to Selmat, a subsidiary of the Group, which was reduced in the year to £nil, (2022: £33,255) which bore interest of 5% pa, (2022: 5% pa). This has been included within Mr C C Johnson's loan balance above.

Mr. G. Howard (son-in-law to Mr. C C Johnson) had previously advanced loans of £560,000 (2022: £600,000) to the Company at rates of 10% & 5% per annum (2022: 10% & 5% pa)

During the year rents were paid of £10,000 (2022: £10,000) to the Combe Bank Homes Pension Scheme which owns the freehold offices at Chequers Barn. Mr C C Johnson is a Trustee and Beneficiary of that Pension Scheme.

During the year payments were made to Mr N Lott of £Nil (2022: £2,500) for consultancy services.

During the year payments amounting to £15,900 (2022: £4,250) were made to Real Time Accounting Ltd for bookkeeping services. Gary Thorneycroft is a majority shareholder and director of Real Time Accounting Ltd.

During the year payments amounting to £12,000 (2022: nil) were made to May Barn Horticultural Consultancy Ltd, for hydroponic consultancy services, a company that Dr P Challinor was a director and major shareholder. In addition a new company Life Hydroponic Asset Ltd was incorporated in the year , which then acquired hydroponic assets from Dr P Challinor for £25,000 (2022: nil).

16. SHARE WARRANTS

Share warrants as at the year end relate to the convertible loan note with Mr C C Johnson, details of this arrangement are given in Note 14 to these accounts.

17. CAPITAL CONTRIBUTION RESERVE

The capital contribution reserve of £400,147 (2022: £157,777) related to the renegotiation of interest accruing on loans from Mr G Howard to below market rate terms. Interest was reduced from 10% pa to 5% pa for the entire term of the loans and is now non compound.

As Mr. G Howard is related to Mr. C C Johnson, a related party, a Capital Reserve was created. In the current year, a further provision of £242,370 was recognized as a result of Mr. Howard waiving all interest due on the loan outstanding.

18. CATEGORIES OF FINANCIAL INSTRUMENTS

All financial instruments are measured under IFRS 9 at amortised cost.

Capital risk management

The Group considers its capital to comprise its share capital and share premium. The Group's capital management objectives are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

Significant Accounting Policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and convertible debt are disclosed on pages 23 to 31 to these financial statements

Foreign currency risk

The Group has minimal exposure to the differing types of foreign currency risk. It has no foreign currency denominated monetary assets or liabilities and does not make sales or purchases from overseas countries.

Interest rate risk

The Group is sensitive to changes in interest rates where interest is charged on a variable rate basis. This risk has been minimized by:

- the bank loan being repaid in full during the year, which was on a variable rate basis,
- renegotiation of interest rates on some of the other loans from 10% to 5% (all fixed rates),
- partial repayments made in the year on other loans and,
- the Paragon mortgages which are on a fixed rate for the first five years of the seven year term.

The impact of a 100 basis point increase in interest rates on these loans would result in additional interest cost for the year of £nil (2022: £nil).

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

Liquidity risk management

This is the risk of the Group not being able to continue to operate as a going concern.

The Directors have, after careful consideration of the factors set out above, concluded that it is appropriate to adopt the going concern basis for the preparation of the financial statements and the financial statements do not include any adjustments that would result if the going concern basis was not appropriate.

Derivative financial instruments

The Group does not currently use derivative financial instruments as hedging is not considered necessary. Should the Group identify a requirement for the future use of such financial instruments, a comprehensive set of policies and systems as approved by the Directors will be implemented.

Financial liabilities	**31 March 2023**			
	Total	**Due within One year**	**Due within one to five years**	**Due over Five years**
	£	**£**	**£**	**£**
Trade payables	208,652	208,652		
Borrowings – Directors' loan	3,086,949	874,697	2,212,252	
Borrowings – Bank loan	800,965			800,965
Borrowings – Other loans	560,000		560,000	
Total	**4,656,566**	**1,083,349**	**2,772,252**	**800,965**

Financial liabilities	31 March 2022			
	Total	**Due within One year**	**Due within one to five years**	**Due over Five years**
	£	**£**	**£**	**£**
Trade payables	364,855	364,855	-	-
Borrowings – Directors' loan	3,038,382	869,697	2,168,685	-
Borrowings – Bank loan	924,373	-	-	924,373
Borrowings – Other loans	731,666	-	731,666	-
Total	**5,059,276**	**1,234,552**	**2,900,351**	**924,373**

19. NET DEBT RECONCILIATION

	2023	2022
	£	£
Cash at bank	17,148	12,753
Cash and cash equivalents	**17,148**	**12,753**
Borrowing repayable (including overdrafts)	**(4,447,914)**	**(3,924,724)**
Net Debt	**(4,430,766)**	**(3,911,971)**

	Cash and liquid investment	Gross borrowings with a fixed interest rate	Total cash and liquid investments
	£	£	£
Net debt as at 1 April 2021	246,193	(4,818,488)	(4,572,295)
Cash flows	(233,440)	893,764	660,324
Net debt as at 31 March 2022	**12,753**	**(3,924,724)**	**(3,911,971)**
Cash flows	4,395	(523,190)	(518,795)
Net debt as at 31 March 2023	**17,148**	**(4,447,914)**	**(4,430,766)**

20. SUBSEQUENT EVENTS

Events following the year-end that provide additional information about the Group’s position at the reporting date and are adjusting events are reflected in the financial statements. Events subsequent to the year-end that are not adjusting events are disclosed in the notes when material.

Following the year end, the Group accepted an offer on Orchard House of £940,000 less costs of sale, with the proceeds being used to clear the outstanding loan owed to Paragon Mortgages of £698,060 , a partial loan repayment of £176,000 being made to Mr G Howard, payment of creditors of £53,189.

On 18 August , the Company issued 125,000,000 new ordinary shares of 0.1p fully paid up in cash at 0.1p per share under a placing raising £125,000 before expenses.

	Note	2023	2022
		£	£
Fixed Assets			
Investments	**7**	-	-
Current assets			
Stocks			-
Debtors	**8**	54,220	34,339
Cash at bank and in hand		3,842	3,657
		58,062	37,996
TOTAL ASSET		**58,062**	**37,996**
EQUITIES & LIABILITIES			
Current liabilities			
Trade & other payables	**9**	961,756	977,891
TOTAL LIABILITIES		**961,756**	977,891
NET (LIABILITIES)		**(903,694)**	**(939,895)**
Called up share capital	**11**	2,860,150	2,726,817
Share premium account		3,484,915	3,250,249
Loan note equity reserve		107,204	30,303
Profit and loss account		(7,355,963)	(6,947,264)
Equity – attributable to the owners of the Parent		**(903,694)**	**(939,895)**
TOTAL EQUITY AND LIABILITIES		**58,062**	**37,996**

The loss for the financial year dealt with in the financial statements of the Parent Company was loss of £408,699 (2022: loss £285,856).

The financial statements were approved by the Board of Directors on 15 December 2023 and authorised for issue and are signed on its behalf by:

P Treadaway: ………………………………………G Thorneycroft: ……………………………………………

Company Registration Number: 04340125

The notes on pages 47 to 54 form an integral part of these financial statements

	Share Capital	Share Premium	Loan Note Equity Reserve	Retained profits/ (losses)	Total Equity
	£	£	£	£	£
At 1 April 2021	**2,726,817**	**3,250,249**	**71,074**	**(6,628,350)**	**(580,210)**
Loss for the year				(285,856)	(285,856)
Total comprehensive income for the year				(285,856)	(285,856)
Loan note equity reserve			18,182		18,182
Movement in loan note equity reserve			(58,953)	(33,058)	(92,011)
At 31 March 2022	**2,726,817**	**3,250,249**	**30,303**	**(6,947,264)**	**(939,895)**
At 1 April 2022	**2,726,817**	**3,250,249**	**30,303**	**(6,947,264)**	**(939,895)**
Loss for the year				(488,864)	(488,864)
Total comprehensive income for the year	-			(488,864)	(488,864)
Movement in Loan note equity reserve			76,901	80,165	157,066
Shares issued during the year net of costs	133,333	234,666	-	-	367,999
At 31 March 2023	**2,860,150**	**3,484,915**	**107,204**	**(7,355,963)**	**(903,694)**

Further details of share capital are shown in Note 11.

Loan note equity reserve is the amount that has been provided for in respect of the difference between the cash value and the liability element of the loan notes. An adjustment has been made of £76,901 (2022:£18,182) as this amount relates to the period from year end to the expiry of the loan notes being 31 July 2024.

The notes on pages 47 to 54 form an integral part of these financial statements.

1. GENERAL INFORMATION

Nature of operations
Trafalgar Property Group Plc ("the Company") is the UK holding company of a group of companies which are engaged in residual property development and charges an appropriate management fee for general costs incurred 2023 - £78,591 (2022 - Nil). The Company is registered in England and Wales. Its registered office and principal place of business is Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent TN8 7PD.

2. BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law, FRS 102 and accounting standards. The principal accounting policies are described below. They have all been applied consistently throughout the year and preceding year.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income to these financial statements. The Company has taken advantage of the disclosure exemption from the requirements of section 7 Statement of Cashflow, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

3. SIGNIFICANT ACCOUNTING POLICIES

(a) GOING CONCERN

The Directors have reviewed forecasts and budgets for the coming year, which have been drawn up with appropriate regard for the current economic environment and the particular circumstances in which the Company operates. These were prepared with reference to historical and current industry knowledge, taking into account future strategy of the Company and wider Group.

As indicated in note 13, subsequent to the balance sheet date, the Company has raised £125,000 before expense, for working capital purposes by way of an issue of 125,000,000 shares at 0.1p per share. The existing operations have been generating funds to meet short-term operating cash requirements. As a result of these considerations, at the time of approving the financial statements, the Directors consider that the Company and the Group have sufficient resources to continue in operational existence for the foreseeable future. It is appropriate to adopt the going concern basis in the preparation of the financial statements. As with all business forecasts, the Directors' statement cannot guarantee that the going concern basis will remain appropriate given the material uncertainty about the future events.

(b) INVESTMENTS

Investments held as fixed assets are stated at cost less provision for impairment.

(c) TAXATION

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in years different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

(d) FINANCIAL INSTRUMENTS

Financial assets and liabilities are recognised in the statements of financial position when the Company has become a party to the contractual provisions of the instruments.

The Company's financial assets and liabilities are initially measured at fair value plus any directly attributable transaction costs. The carrying value of the Company's financial assets, primarily cash and bank balances, and liabilities, primarily the Company's payables and other accrued expenses, approximate to their fair values.

(i) Financial assets
On initial recognition, financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables financial assets, or available-for-sale financial assets, as appropriate.

Trade and other receivables
Trade and other receivables (including deposits and prepayments) that have fixed or determinable payments that are not quoted in an active market are classified as other receivables, deposits, and prepayments. Other receivables, deposits, and prepayments are measured at amortised cost using the effective interest method, less any impairment loss. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(ii) Financial liabilities and convertible debt
Financial liabilities are classified as liabilities or equity in accordance with the substance of the contractual arrangement.

Financial liabilities
Financial liabilities comprise long-term borrowings, short-term borrowings, trade and other payables and accruals, measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Convertible debt
Convertible debt issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and convertible debt instrument. Convertible debt consists of new unsecured loan notes convertible totaling £905,000 (2022: £905,000) in full, into 226,250,000 ordinary shares at 0.4p per ordinary share and can be convertible at any time by Mr C C Johnson for two years from July 2022, further details are provided within note 11.

The accounting policies adopted for specific financial liabilities and convertible debts are set out below.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not apparent from other sources. The estimates and assumptions are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date that have a significant risk of causing a significant adjustment to the carrying amounts of assets and liabilities in the financial statements:

Carrying value of investments in subsidiaries and intercompany
Management's assessment for impairment of investment in subsidiaries is based on the estimation of value in use of the subsidiary by forecasting the expected future cash flows expected on each development project. The value of the investment in subsidiaries is based on the subsidiaries being able to realise their cash flow projections.

Recognition of deferred tax assets
The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

5. LOSS FOR FINANCIAL PERIOD

The Company has taken advantage of section 408 of the Companies Act 2006 and, consequently, a profit and loss account for the Company alone has not been presented. The Company's loss for the financial period was £408,699 (2022: Loss £285,856).

6. EMPLOYEES AND DIRECTORS' REMUNERATION

	2023	**2022**
	£	**£**
Directors' fees	107,567	31,500
Social security costs	11,211	1,788
Directors' pension contribution	1,500	270
Management fees	-	2,500
	120,278	**36,058**

The average number of employees of the Company during the year was:

	2023	**2022**
	Number	**Number**
Directors and management	5	3

There are no retirement benefits accruing to any of the Directors.

£Nil (2022: £2,500) was paid to Mr Norman Lott for his professional services.

Additional directors remuneration of £60,000 (2022: £60,000) was paid to a director through subsidiary entities.

7. INVESTMENTS

The Company owns the following undertakings, all of which are incorporated in the United Kingdom and have their registered offices at Chequers Barn, Chequers Hill, Bough Beech, Edenbridge, Kent, TN8 7PD.

Valuation	2023	2022
Cost:		
At 1 April	3,855,338	3,855,338
Additions	100	-
At 31 March	3,855,438	3,855,338
Impairment:		
At 1 April	(3,855,338)	(3,855,338)
Additions	(100)	-
At 31 March	(3,855,438)	(3,855,338)
Net Value at 31 March	-	-

Held directly	Class of shares held	% Shareholding	Principal Activity
Trafalgar New Homes Limited	Ordinary shares	100%	Residential property developers
Trafalgar Retirement + Limited	Ordinary shares	100%	Residential property & assisted living scheme
Selmat Limited	Ordinary shares	100%	Residential property renting
Life Hydroponic Assets Ltd	Ordinary shares	100%	Holding of hydroponic assets
Held indirectly through Trafalgar New Homes Limited			
Combe Bank Homes (Oakhurst) Limited	Ordinary shares	100%	Residential property developers
Controlled via Deed of Trust			
Combe House (Borough Green) Limited	Ordinary shares	100%	Residential property developers

Life Hydroponic Asset Ltd was incorporated in October 2022. The company subsequently acquired a dedicated research and development site for research relevant to food, cosmetic and pharmaceutical products. Trafalgar Property Group Plc owns 100% share of the company.

8. DEBTORS

	2023	2022
	£	£
Amounts owed by Group undertakings	36,298	4,930
Other debtors	17,922	17,515
Other taxes and social security	-	11,894
	54,220	**34,339**

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023	2022
	£	£
Trade creditors	95,754	22,233
Taxation and social security	20,191	-
Accruals / Other creditors	27,545	46,600
Directors' loan	789,947	769,697
Amounts owed to Group undertakings	28,319	139,361
	961,756	**977,891**

10. FINANCIAL INSTRUMENTS

Financial assets	**2023**	**2022**
	£	£
Financial assets:		
Financial assets measured at amortised cost:		
Amounts owed by group undertakings and other debtors	54,220	22,445
Financial liabilities:		
Financial liabilities measured at amortised cost	961,756	977,891

Financial liabilities includes Trade creditors, Other creditors and Amount due to group undertakings.

11. SHARE CAPITAL

Issued, allotted and paid share capital

	2023	2022
	Number	Number
Ordinary shares:		
Ordinary shares of 0.1p in issue	142,519,038	142,519,038
Ordinary shares of 0.1p issued in year	133,333,333	-
Total Ordinary Shares of 0.1p in issue	**275,852,371**	**142,519,038**

Deferred shares:		
Deferred shares of 0.9p in issue	287,144,228	287,144,228
Deferred shares of 0.9p arising in year	-	-
Total Deferred Shares of 0.9p in issue	**287,144,228**	**287,144,228**

Issued, allotted and paid share capital

	2023	2022
	£	£
Ordinary shares:		
Ordinary shares of 0.1p in issue	142,519	142,519
Ordinary shares of 0.1p issued in year	133,333	-
Total Ordinary Shares of 0.1p in issue	**275,852**	**142,519**
Deferred shares:		
Deferred shares of 0.9p in issue	2,584,298	2,584,298
Deferred shares of 0.9p arising in year	-	-
Total Deferred Shares of 0.9p in issue	**2,584,298**	**2,584,298**
Total Ordinary and Deferred Shares issued	**2,860,150**	**2,726,817**

Background – ordinary shares, warrants and loan notes

On 13 July 2020 the Company undertook a sub-division of its ordinary shares, which sub divided the 487,690,380 0.1p ordinary shares of 0.1p each into 487,690,380 ordinary shares of 0.01p each and 487,690,380 0.09p deferred shares of 0.09p each. The 0.09p deferred shares of 0.09p each were consolidated into deferred shares of 0.9p each ranking pari passu as one class with the existing deferred shares of 0.9p each.

On 14 July 2020, 937,500,000 ordinary shares of 0.01p each were issued under a placing at 0.08p each (at a premium of 0.07p per share) to raise £750,000 before costs of £66,863.

In addition, on 14 July 2020 warrants to subscribe for ordinary shares of 0.01p were granted as follows:

(a) Subscribers to the placing were granted warrants to subscribe for up to 937,500,000 shares for a period of two years, exercisable at 0.2p per share;

(b) Peterhouse Capital Limited was granted warrants to subscribe for shares equivalent up to 3% of the issued ordinary share capital from time to time, exercisable for a period of two years, at 0.08p per share.

Following the consolidation of ordinary shares in December 2020, the warrants have been adjusted and comprise place warrants to subscribe for up to 93,750,000 ordinary shares of 0.1p at 2p per share, and the warrants held by Peterhouse Capital Limited are exercisable at 0.8p per share.

In relation to the granting of these warrants to Peterhouse Capital Limited, these fall under the requirements of IAS 39 Financial Instruments and as such are accounted for at fair value through profit or loss. At the grant date of these warrants these are valued using a Black Scholes model to determine the intrinsic value of the warrant and a liability is recognized for this amount with a corresponding expense through the income statement. The Directors' have concluded that the intrinsic value of the warrant as at 31 March 2021 is not material to the results and subsequent movements in the share price have decreased this value further. As such no accounting entries have been made to these results.

Further on 14 July 2020, £600,000 of convertible loan notes were issued to Mr C C Johnson as part of arrangements to reorganise loans between him and the Group. The notes are repayable on 31 July 2022 and are convertible at any time into 300,000,000 ordinary shares of 0.01p at 0.2p per share. On conversion, warrants to subscribe for up to 300,000,000 ordinary shares will be granted to Mr C C Johnson exercisable for a period of two years from the date of grant at 0.2p per share. Following the consolidation of ordinary shares in December 2020, the loan notes have been adjusted and are convertible into 30,000,000 ordinary shares of 0.1p at 2p per share, with warrants to be granted to subscribe for up to 30,000,000 ordinary shares of 0.1p each at 2p per share, with warrants to be granted to subscribe for up to 30,000,000 ordinary shares of 0.1p each at 2p per share.

The convertible loan notes have been accounted for as having both a debt and an equity element. This results in the creation of a loan note equity reserve at the point of issue. This loan note equity reserve is the difference between the loan note value received by the Company of £600,000 and the fair value of a debt only instrument with a 10% imputed interest rate and a final settlement figure of £600,000 in July 2022. This 10% imputed interest rate is managements' best estimate as to the interest rate that would be expected from the market for an unsecured loan of £600,000 without a conversion element.

In 2022, the Company has agreed with Mr C C Johnson a consolidation and variation of terms of the two unsecured convertible loans notes and director debt held by Mr C C Johnson. The conversion of the total amount owed to him by the Company (£905,000) has resulted in the issue to Mr C C Johnson of a new unsecured convertible loan note for an aggregate amount of £905,000 payable July 2024. This has replaced:

- The £600,000 unsecured convertible loan notes issued in July 2020, which would have been redeemable on 31 July 2022, and which were convertible at 2p per share (following the share consolidation in December 2020) and carried the right upon a conversion of the loan notes, to the grant of warrants to subscribe for ordinary shares on a one for one basis, exercisable at the conversion price of 2p for a period of two years from the date of grant;

- The £200,000 unsecured convertible loan notes comprised in the loan facility entered into in November 2021, which would have been redeemable on 30 November 2022, and which were convertible at 0.7p per share.

- £105,000 owed to him by the Company on directors loan account.

The new unsecured convertible loan note is convertible in full into 226,250,000 ordinary shares at 0.4p per ordinary share and can be converted at any time by Mr Johnson, subject inter alia to his entire holding being less than 29.99 per cent of the voting rights in issue in the Company.

Ordinary shares entitle the holder to receive notice of and to attend or vote at any general meeting of the Company or to receive dividends or other distributions.

Deferred shares do not entitle the holder to receive notice of and to attend or vote at any general meeting of the Company or to receive dividends or other distributions. Upon winding up or dissolution of the Company the holders of deferred shares shall be entitled to receive an amount equal to the nominal amount paid up thereon, but only after holders of ordinary shares have received £100,000 per ordinary share. Holders of deferred shares are not entitled to any further rights of participation in the assets of the Company. The Company has the right to purchase the deferred shares in issue at any time for no consideration.

On 29 December 2020 for every ten of the 1,425,190,380 ordinary shares of 0.01p then in issue, were consolidated into one ordinary share of 0.1p resulting in there being 142,519,038 ordinary shares of 0.1p in issue.

Current year position – ordinary shares, warrants and loan notes

During the financial year to 31 March 2023, no changes have taken place with regards to the shares and warrants issued.

12. INTERCOMPANY TRANSACTIONS

The Company has taken advantage of the exemption conferred by FRS102 Section 33 "Related Party disclosures" not to disclose transactions undertaken with other wholly owned members of the Group and transactions with directors.

13. SUBSEQUENT EVENTS

On 18 August 2023, the Company issued 125,000,000 new ordinary shares of 0.1p fully paid up in cash at 0.1p per share under a placing raising £125,000 before expenses.

Explanation of resolutions at the Annual General Meeting

Information relating to resolutions to be proposed at the Annual General Meeting is set out below. The notice of AGM is set out on page 55.

Ordinary business at the AGM

The following ordinary business resolutions will be proposed at the AGM:

(a) Resolution 1: to approve the annual report and accounts. The Directors are required to lay before the Company at the AGM the accounts of the Company for the financial year ended 31 March 2023, the report of the Directors and the report of the Company's auditors on those accounts.

(b) Resolution 2: to approve the re-appointment of MHA as auditors of the Company. The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next such meeting.

(c) Resolution 3: to approve the remuneration of the auditors for the next year.

(d) Resolution 4: to re-appoint Norman Lott as a Director; Norman is retiring by rotation and submitting himself for re-election.

Special business at the AGM

The following special business resolutions will be proposed at the AGM:

(a) Resolutions 5 and 6: to renew residual authorities (i) to allot securities under section 551 of the Companies Act 2006, in the amount of up to £250,000 (250,000,000 ordinary shares of 0.1p), representing approximately 62% of the existing issued ordinary share capital; and (ii) to disapply pre-emption rights on the allotment of securities for cash for the purposes of section 561 of the Companies Act 2006, in the amount of up to £250,000 (250,000,000 ordinary shares of 0.1p), representing approximately 62% of the existing issued ordinary share capital.

The authorities under these resolutions would subsist until the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares and/or rights to subscribe for or to convert any security into shares to be allotted after such expiry and the directors may allot such shares and/or rights to subscribe for or to convert any security into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of the Company will be held at the Company's offices at Chequers Barn, Bough Beech, Edenbridge, Kent TN8 7PD at 11am on 10 January 2024, for the following purposes:

RESOLUTIONS

Ordinary business
To consider and, if thought fit, to pass resolutions 1 to 4 as ordinary resolutions:

1. To receive and adopt the directors' report, the auditor's report and the Company's accounts for the year ended 31 March 2023.
2. To re-appoint MHA as auditor in accordance with section 489 of the Companies Act 2006, to hold office until the conclusion of the Annual General Meeting of the Company in 2025.
3. To authorise the Directors to determine the remuneration of the auditor.
4. To re-appoint Norman Lott as a non-executive director of the Company.

Special business
To consider and, if thought fit, to pass resolution 5 as an ordinary resolution and resolutions 6 as special resolution:

5. THAT, in addition to all existing authorities conferred on the directors to allot shares or to grant rights to subscribe for or to convert any securities into shares, the directors be authorised generally and unconditionally pursuant to Section 551 of the Companies Act 2006 as amended to exercise all the powers of the Company to allot shares and/or rights to subscribe for or to convert any security into shares, provided that the authority conferred by this resolution shall be limited to the allotment of equity securities and/or rights to subscribe or convert any security into shares of the Company up to an aggregate nominal value of £250,000 (250,000,000 ordinary shares of 0.1p), such authority (unless previously revoked, varied or renewed) to expire on the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares and/or rights to subscribe for or to convert any security into shares to be allotted after such expiry and the directors may allot such shares and/or rights to subscribe for or to convert any security into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired.
6. THAT, in addition to all existing authorities conferred on the directors to allot shares or to grant rights to subscribe for or to convert any securities into shares, the directors be and are hereby generally empowered to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) pursuant to the general authority conferred by resolution 5 above for cash or by way of sale of treasury shares as if Section 561 of the Companies Act 2006 or any pre-emption provisions contained in the Company's articles of association did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

   (a) any allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as may be practicable) to their then holdings of such securities, but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever;

   (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £250,000 (250,000,000 ordinary shares of 0.1p), such authority (unless previously revoked, varied or renewed) to expire on the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares and/or rights to subscribe for or to convert any security into shares to be allotted after such expiry and the directors may allot such shares and/or rights to subscribe for or to convert any security into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

Dated: 15 December 2023

Registered Office:
Chequers Barn
Chequers Hill
Bough Beech
Edenbridge
Kent
TN8 7PD

By order of the Board
Nicholas Narraway
Secretary

Notes:

1. Shareholders are strongly encouraged to participate in the meeting by returning forms of proxy ahead of the meeting.
2. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the enclosed proxy form.
5. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

(a) completed and signed;

(b) sent or delivered to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; and

(c) received by no later than 11 a.m. on 08 January 2024.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. To change your proxy appointment, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

   Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, you may photocopy the enclosed proxy form.

   If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

   The revocation notice must be received by no later than 11 a.m. on 08 January 2024.

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

   Appointment of a proxy does not preclude you from attending the Meeting and voting in person.

9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company as at 6.00 p.m. on 08 January 2024 shall be entitled to attend and vote at this Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after such time shall be disregarded in determining the rights of any person to attend or vote at this Meeting.