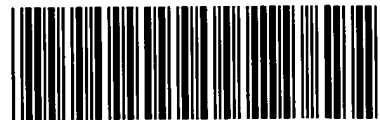


Company Registration No. 13181375 (England and Wales)

SEBDEN HOLDINGS LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2024

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SEBDEN HOLDINGS LIMITED

COMPANY INFORMATION

Directors	R E Hill M McCausland S J Hill B J Sanders
Company number	13181375
Registered office	Craven House Craven Road Broadheath Altrincham Cheshire WA14 5HE
Auditor	RSM UK Audit LLP Chartered Accountants Bluebell House Brian Johnson Way Preston Lancashire PR2 5PE
Business address	Craven House Craven Road Broadheath Altrincham Cheshire WA14 5HE
Bankers	HSBC 2-4 St Ann's Square Manchester M2 7HD

SEBDEN HOLDINGS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2024

The directors present the strategic report and financial statements for the year ended ended 31 March 2024.

Fair review of the business

During the year, a group reconstruction took place in which the group disposed of 100% of the share capital in Albion Sections Limited for a consideration of £5,270,000.

Turnover is predominately derived from Sebden Steel Service Centres Limited which has seen sales decrease compared to the previous year due to the correction in world steel prices.

Principal risks and uncertainties

The directors do not feel that there are any strategic risks other than normal trading risks. The risks around financial management are considered in the Directors' Report.

Development and performance

Sales have decreased to £172.98m from £246.87m in the previous year due to the correction in world steel prices. This also impacted the gross profit margin which has decreased to a more consistent 7.7% from 13.8%.

Administrative expenses have fallen to £8.36m from £9.78m in the previous year. This is attributed to cost savings made during the year.

The net assets of the group reduced to £42.23m during the year, a decrease on the £43.81m at the previous year end. This was the result of £3.69m (2023: £19.46m) net profit, offset by a capital reduction of £5.27m (2023: £nil).

There are no specific matters which the directors would deem to be worthy of note in respect of future developments.

Key performance indicators

The group's key performance indicators are financial in nature and during the period were as follows:

	2024	2023
Turnover	£172.98m	£246.87m
Gross Profit	£13.26m	£34.06m
Gross Profit %	7.7%	13.8%
Profit before tax	£4.75m	£24.04m
Stock	£27.11m	£23.45m
Net asset position	£42.23m	£43.81m

SEBDEN HOLDINGS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

Streamlined energy and carbon reporting

The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 came into force on 1 April 2019, imposing new obligations for quoted and large unquoted companies, to produce an Energy and Carbon Report; the primary purpose of which is to summarises the energy usage, associated emissions, energy efficiency actions and energy performances for inclusion in the annual Directors' Report, under Section 145A of the Companies Act 2006.

Details of the companies energy consumption and emissions of CO2 equivalent are given below:

Utility and Scope Consumption	Unit	2024	2023	2024 - tCo2e	2023 - tCo2e
Natural Gas (scope 1)	kWh	303,077	205,463	55.44	36.98
Kerosene (scope 1)	litres	51,640	51,995	131.17	132.07
LPG (scope 1)	kg	4,028	2,488	12.07	7.31
White Diesel (scope 1)	litres	38,018	42,323	95.50	108.35
Business Mileage - diesel cars (scope 1)	miles	9,988	13,442	10.78	14.47
Business Mileage - petrol cars (scope 1)	miles	15,020	18,921	16.98	21.2
				321.94	320.38
Electricity (scope 2)	kWh	1,672,659	1,937,322	346.36	374.64
Business Mileage - diesel cars (scope 3)	miles	28,073	14,327	30.30	15.42
Business Mileage - petrol cars (scope 3)	miles	24,869	15,279	28.11	17.54
				58.41	32.96
Annual aggregate energy consumption	kwh			1,975,736	
Methodology					
Scope 1, 2 and 3 consumption and CO2e emissions data has been calculated in line with the 2020 UK government environmental reporting guidance.					
Scope 1 consumption and emissions relate to direct combustion of natural gas and fuels utilised for heating and transportation purposes.					
Scope 2 consumption and emissions relate to indirect emissions relating to the consumption of purchased electricity for day to day operations					
Scope 3 relates to other direct emissions					
Intensity Metric					
Sebden's key performance indicator for measuring intensity of consumption are :					
Tonnes of tCO2e per total square meterage of floor space: 0.0162 tCO2e / m2					

SEBDEN HOLDINGS LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

Section 172 statement

The directors understand the business and the evolving environment in which it operates. The board conducts board meetings to assess and monitor the progress against its strategic decisions. Factors which are continually being considered against strategy include the promotion of the group, its stakeholders, employees and the strengthening of supplier and customer relationships.

This statement sets out how the directors of the group have fulfilled their duty to comply with the requirements of Section 172 of the Companies Act 2006 and explains how the directors have had regard to broader stakeholder interests when making decisions to promote the success of the business. Business decisions are made with the needs of our key stakeholders in mind, in particular: customers, suppliers, employees and shareholders.

Our Employees

The directors recognise that employees are fundamental and core to our business and delivery of our strategic ambitions. Our success depends on attracting, retaining, and motivating employees. We ensure that we remain a responsible employer, from pay and benefits to our Health, Safety, and workplace environment. In place there is a continual training plan, this is budgeted into the plan. The directors are accessible most days to employees and factor the implications of decisions on employees and the wider workforce, where relevant and feasible.

Our Customers

Delivering our business strategy requires strong mutually beneficial relationships with customers. The board receives regular reporting on customer outcomes and customer related strategic initiatives throughout the year. The board closely monitors customer metrics and engages with the Management team to understand the issues if our performance does not meet our customers' expectations. The board continues to monitor and review changes to our IT infrastructure which will allow us to simplify and support service delivery to our customers.

Our Suppliers

The directors maintain oversight of the management of our most important suppliers and regularly review their performance. Our established supplier standards set out ways of working and the high standards we expect of our suppliers. For example, in relation to our obligations under the anti-modern slavery law. The Board reviews the actions we have taken to prevent modern slavery and associated practices in any part of our supply chain and approves our Modern Slavery Statement each year.

Community

We recognise the importance of contributing to our communities through community investment, and as a major manufacturer in the local area we are fully engaged in building resilience against the global impact of climate. We offer support and products to local schools, churches, and sports clubs that stretches to the wider community.

The Environment

In their decision making, the directors have regard to the impact of the group's operations on the community and environment. The board plays a constructive role in tackling issues through engagement and investment. It is important for the long-term future of the business that we protect and enhance the environment. We are committed to reducing our carbon footprint and contribution to climate change where economically viable.

On behalf of the board

B Sanders

.....
B J Sanders
Director

Date: 10/12/2024
.....

SEBDEN HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2024

The directors present their annual report and financial statements for the year ended 31 March 2024.

Principal activities

The principal activity of the company continued to be that of a parent company and group continued to be that of steel service centres and processors.

Going concern

The directors have considered the financial strength and available headroom of the group and believe they will continue to meet their liabilities as they fall due. As a result of the directors assessment of the available headroom, at the time of approving the financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months.

Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Results and dividends

The results for the year are set out on page 10.

Details of dividends are set out in note 11 of the accounts.

Directors

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

R E Hill
M McCausland
S J Hill
B J Sanders

Strategic report

The information required by schedule 7 of the Large and Medium-sized Companies and Group (Accounts and Reports) Regulations 2008 has been included in the separate Strategic Report in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 including carbon reporting and future developments.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Auditor

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

Statement of disclosure to auditor

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

SEBDEN HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

Financial risk management objectives and policies

The group finances its operations through a mixture of retained profits, and where necessary to fund expansion or capital expenditure programmes, through bank borrowings.

The management's objectives are to:

- retain sufficient liquid funds to enable it to meet its day to day obligations as they fall due whilst maximising returns on surplus funds;
- minimise the group's exposure to fluctuating interest rates when seeking new borrowings; and
- match the repayment schedule of any external borrowings or overdrafts with the expected future cash flows expected to arise from the group's trading activities.

The group uses forward contracts to mitigate its exchange rate risk.

Where appropriate, funds are invested in short term variable rate accounts and borrowings are all obtained from standard bank loan accounts and as such there is little price risk exposure. The directors believe that this gives them the flexibility to release cash resources at short notice and also allows them to take advantage of changing conditions in the finance markets as they arise. All deposits are with reputable UK banks.

On behalf of the board

B Sanders

.....
B J Sanders
Director

Date: 10/12/2024.....

SEBDEN HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEBDEN HOLDINGS LIMITED

Opinion

We have audited the financial statements of Sebden Holdings Limited (the 'parent company') and its subsidiaries (the "group") for the year ended 31 March 2024 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2024 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEBDEN HOLDINGS LIMITED (CONTINUED)

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses, and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SEBDEN HOLDINGS LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102 and the Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to health and safety. We performed audit procedures to inquire of management whether the company is in compliance with these law and regulations and inspected correspondence with licensing or regulatory authorities.

The audit engagement team identified the risk of management override of controls and risks around revenue recognition in relation to cut off as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments. In addition to this, the audit team have evaluated the business rationale in relation to significant, unusual transactions, transactions entered into outside the normal course of business, challenging judgments and estimates applied in the valuation of provisions in respect of stock. In relation to revenue, substantive testing was carried out around year end sales to ensure recognition in the correct accounting period. A review of the company's revenue recognition policy has also been performed and its applicability during the year and the cut off of revenue.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Karen Musgrave

Karen Musgrave (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Bluebell House
Brian Johnson Way
Preston
Lancashire, PR2 5PE

.....
17/12/24

SEBDEN HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2024

	Notes	2024 £000	2023 £000
Turnover	3	172,978	246,868
Cost of sales		(159,723)	(212,809)
Gross profit		<u>13,255</u>	<u>34,059</u>
Administrative expenses		(8,363)	(9,784)
Operating profit	6	<u>4,892</u>	<u>24,275</u>
Interest receivable and similar income	8	101	190
Interest payable and similar expenses	9	(244)	(425)
Profit before taxation		<u>4,749</u>	<u>24,040</u>
Tax on profit	10	(1,064)	(4,582)
Profit for the financial year		<u><u>3,685</u></u>	<u><u>19,458</u></u>

Profit for the financial year is all attributable to the owners of the parent company.

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

SEBDEN HOLDINGS LIMITED**CONSOLIDATED STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2024**

	Notes	2024 £000	£000	2023 £000	£000
Fixed assets					
Negative goodwill	12		(503)		(566)
Tangible assets	13		22,865		21,939
Current assets					
Stocks	17	27,114		23,448	
Debtors	18	41,136		65,333	
Cash at bank and in hand		162		804	
		68,412		89,585	
Creditors: amounts falling due within one year	19	(45,047)		(58,423)	
Net current assets			23,365		31,162
Total assets less current liabilities			45,727		52,535
Creditors: amounts falling due after more than one year	20		(1,800)		(6,894)
Provisions for liabilities	23		(1,699)		(1,828)
Net assets			42,228		43,813
Capital and reserves					
Called up share capital	25		949		9,013
Profit and loss reserves	26		41,279		34,800
Total equity			42,228		43,813

The financial statements were approved by the board of directors and authorised for issue on 10/12/2024 and are signed on its behalf by:

B Sanders

.....
B J Sanders
Director

SEBDEN HOLDINGS LIMITED**COMPANY STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2024**

	Notes	2024 £000	£000	2023 £000	£000
Fixed assets					
Investments	14		46,140		47,893
Current assets					
Cash at bank and in hand		74		177	
Creditors: amounts falling due within one year	19	(10,886)		(9,499)	
Net current liabilities			(10,812)		(9,322)
Total assets less current liabilities			35,328		38,571
Creditors: amounts falling due after more than one year	20		(1,800)		(2,273)
Net assets			33,528		36,298
Capital and reserves					
Called up share capital	25		949		9,013
Profit and loss reserves	26		32,579		27,285
Total equity			33,528		36,298

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's profit for the year was £2,500,474 (2023 - £16,936,960 profit).

The financial statements were approved by the board of directors and authorised for issue on 10/12/2024 and are signed on its behalf by:

B Sanders

.....
B J Sanders
Director

SEBDEN HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

		Share capital	Profit and loss reserves	Total
	Notes	£000	£000	£000
Balance at 1 April 2022		9,013	32,402	41,415
Year ended 31 March 2023:				
Profit and total comprehensive income for the year		-	19,458	19,458
Dividends	11	-	(17,060)	(17,060)
Balance at 31 March 2023		9,013	34,800	43,813
Year ended 31 March 2024:				
Profit and total comprehensive income for the year		-	3,685	3,685
Cancellation of shares		(8,064)	2,794	(5,270)
Balance at 31 March 2024		949	41,279	42,228

SEBDEN HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

		Share capital	Profit and loss reserves	Total
	Notes	£000	£000	£000
Balance at 1 April 2022		9,013	27,408	36,421
Year ended 31 March 2023:				
Profit and total comprehensive income for the year		-	16,937	16,937
Dividends	11	-	(17,060)	(17,060)
Balance at 31 March 2023		9,013	27,285	36,298
Year ended 31 March 2024:				
Profit and total comprehensive income for the year		-	2,500	2,500
Cancellation of shares		(8,064)	2,794	(5,270)
Balance at 31 March 2024		949	32,579	33,528

SEBDEN HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024

	Notes	2024 £000	£000	2023 £000	£000
Cash flows from operating activities					
Cash generated from operations	27		10,378		29,011
Interest paid			(244)		(425)
Income taxes paid			(1,271)		(6,406)
Net cash inflow from operating activities			8,863		22,180
Investing activities					
Proceeds of disposal of business		(30)		-	
Purchase of tangible fixed assets		(2,926)		(2,914)	
Proceeds on disposal of tangible fixed assets		64		1	
Interest received		101		190	
Net cash used in investing activities			(2,791)		(2,723)
Financing activities					
Repayment of borrowings		(1,457)		(2,353)	
Repayment of bank loans		(4,986)		(1,259)	
Payment of finance leases obligations		(271)		(342)	
Dividends paid to equity shareholders		-		(17,060)	
Net cash used in financing activities			(6,714)		(21,014)
Net decrease in cash and cash equivalents			(642)		(1,557)
Cash and cash equivalents at beginning of year			804		2,361
Cash and cash equivalents at end of year			162		804

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1 Accounting policies

Company information

Sebden Holdings Limited ("the company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Craven House, Craven Road, Broadheath, Altrincham, Cheshire, WA14 5HE.

The group consists of Sebden Holdings Limited and all of its subsidiaries.

The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS102') and the requirement of the Companies Act 2006, including the provisions of the Large and Medium-sized companies and groups, (Accounts and Reports) Regulations 2008.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

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

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches.
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

Basis of consolidation

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

All financial statements are made up to 31 March 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

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

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Accounting policies (Continued)

Going concern

The directors have considered the financial strength and available headroom of the group and believe they will continue to meet their liabilities as they fall due. As a result of the directors assessment of the available headroom, at the time of approving the financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months.

Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Turnover

Turnover represents the invoiced amount of goods sold less returns and allowances, excluding value added tax. Sales are recognised at the point at which the company has fulfilled its contractual obligations and the risks and rewards have been transferred to the customer, which is on invoice.

Intangible fixed assets - goodwill

Negative goodwill represents the excess of the fair value of the assets acquired over and above the cost of acquisition related to that asset. Amounts up to the fair value of the non-monetary assets acquired through business combinations are released over the periods in which the assets' fair values are recovered. Any excess over those amounts is released in the periods in which the economic benefit is expected to be received or if this can not be accurately assessed over a period not exceeding 10 years.

Tangible fixed assets

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

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

Freehold land and buildings	2% straight line
Leasehold land and buildings	Equally over the period of the lease
Plant and equipment	10% - 25% reducing balance

Land is not depreciated.

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

Fixed asset investments

In the separate accounts of the company, interests in subsidiaries entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

1 Accounting policies (Continued)

Impairment of fixed assets

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

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

Stocks

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

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

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand.

Financial instruments

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

Financial instruments are recognised when the group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include trade and other debtors, and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest rate method.

Impairment of financial assets

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

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

Derecognition of financial assets

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

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

1 Accounting policies (Continued)

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans and amounts owed to group undertakings are initially recognised at transaction price.

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

Derecognition of financial liabilities

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

Equity instruments

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

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss.

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

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting 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.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Employee benefits

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

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

Retirement benefits

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

1 Accounting policies (Continued)

Leases

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

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

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

2 Judgements and key sources of estimation uncertainty

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

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

The directors consider there to be no material judgements or estimation uncertainty used, upon the production of the financial statements.

Critical judgements

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

Stock provision

The directors have made judgements in respect of the recoverable value of finished goods and made provision for any possible slow moving/obsolete stock.

3 Turnover and other revenue

	2024	2023
	£000	£000
Turnover analysed by class of business		
Sale of goods	172,978	246,868
	<u> </u>	<u> </u>
	2024	2023
	£000	£000
Other revenue		
Interest income	101	190
	<u> </u>	<u> </u>

The directors have not disclosed turnover by geographical location as they consider it to be seriously prejudicial to the interests of the group to disclose such information.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

4 Employees

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

	Group 2024 Number	2023 Number	Company 2024 Number	2023 Number
Production	84	103	-	-
Administrative	74	75	4	4
Total	158	178	4	4

Their aggregate remuneration comprised:

	Group 2024 £000	2023 £000	Company 2024 £000	2023 £000
Wages and salaries	8,442	9,578	2,812	-
Social security costs	951	1,073	-	-
Pension costs	339	372	11	-
	9,732	11,023	2,823	-

5 Directors' remuneration

	2024 £000	2023 £000
Remuneration for qualifying services	2,466	1,380
Company pension contributions to defined contribution schemes	16	13
	2,482	1,393

6 Operating profit

	2024 £000	2023 £000
Operating profit for the year is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	1,158	1,112
Depreciation of tangible fixed assets held under finance leases	73	125
Loss on disposal of tangible fixed assets	61	44
Release of negative goodwill	(63)	(63)
Operating lease charges	642	870

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

7 Auditor's remuneration

	2024	2023
	£000	£000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	8	7
Audit of the financial statements of the company's subsidiaries	22	35
	<u>30</u>	<u>42</u>
For other services		
Taxation compliance services	11	18
All other non-audit services	16	23
	<u>27</u>	<u>41</u>

8 Interest receivable and similar income

	2024	2023
	£000	£000
Interest income		
Interest on bank deposits	101	190
	<u>101</u>	<u>190</u>

9 Interest payable and similar expenses

	2024	2023
	£000	£000
Interest on bank loans	(7)	67
Interest on finance leases and hire purchase contracts	8	18
Other interest	243	340
	<u>244</u>	<u>425</u>

10 Taxation

	2024	2023
	£000	£000
Current tax		
UK corporation tax on profits for the current period	1,089	4,273
Adjustments in respect of prior periods	30	(23)
	<u>1,119</u>	<u>4,250</u>
Deferred tax		
Origination and reversal of timing differences	(16)	332
Adjustment in respect of prior periods	(39)	-
	<u>(55)</u>	<u>332</u>
Total tax charge	<u>1,064</u>	<u>4,582</u>

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

10 Taxation (Continued)

The total tax charge for the year included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

	2024	2023
	£000	£000
Profit before taxation	4,749	24,040
Expected tax charge based on the standard rate of corporation tax in the UK of 25.00% (2023: 19.00%)	1,187	4,568
Tax effect of expenses that are not deductible in determining taxable profit	24	33
Adjustments in respect of prior years	30	(23)
Deferred tax adjustments in respect of prior years	(39)	78
Tax effect of demerger	(163)	-
Fixed asset differences	25	(74)
Taxation charge	1,064	4,582

The standard rate of tax applied to reported profit on ordinary activities is 25% (2023 – 19%). The effective tax rate in the period is 20.5% as a result of the timing of the application of The Finance Act 2021. The Finance Act 2021, which was substantively enacted on 24 May 2021, created a 25% main rate, 19% small profits rate and a marginal rate which is effective from 1 April 2023.

11 Dividends

	2024	2023
	£000	£000
Recognised as distributions to equity holders:		
Final paid	-	17,060

The group paid dividends of £nil (2023: £1,892.82) per share.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

12 Intangible fixed assets

Group	Negative goodwill £000
Cost	
At 1 April 2023 and 31 March 2024	(2,423)
Amortisation	
At 1 April 2023	(1,857)
Amortisation charged for the year	(63)
At 31 March 2024	(1,920)
Carrying amount	
At 31 March 2024	(503)
At 31 March 2023	(566)

The company had no intangible fixed assets at 31 March 2024 or 31 March 2023.

13 Tangible fixed assets

Group	Freehold land and buildings £000	Leasehold land and buildings £000	Plant and equipment £000	Total £000
Cost				
At 1 April 2023	9,729	220	13,965	23,914
Additions	-	27	2,899	2,926
Disposals	-	-	(1,710)	(1,710)
At 31 March 2024	9,729	247	15,154	25,130
Depreciation				
At 1 April 2023	544	69	1,362	1,975
Depreciation charged in the year	61	39	1,131	1,231
Eliminated in respect of disposals	-	-	(941)	(941)
At 31 March 2024	605	108	1,552	2,265
Carrying amount				
At 31 March 2024	9,124	139	13,602	22,865
At 31 March 2023	9,185	151	12,603	21,939

The company had no tangible fixed assets at 31 March 2024 or 31 March 2023.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

13 Tangible fixed assets (Continued)

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts. The depreciation charge in respect of such assets amounted to £73,000 (2023: £125,000) for the period.

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases:

	Group		Company	
	2024	2023	2024	2023
	£000	£000	£000	£000
Plant and equipment	660	1,126	-	-
	<u>660</u>	<u>1,126</u>	<u>-</u>	<u>-</u>

14 Fixed asset investments

		Group		Company	
		2024	2023	2024	2023
	Notes	£000	£000	£000	£000
Investments in subsidiaries	15	-	-	46,140	47,893
		<u>-</u>	<u>-</u>	<u>46,140</u>	<u>47,893</u>

Movements in fixed asset investments Company

	Shares in group undertakings £000
Cost	
At 1 April 2023	47,893
Disposals	(1,753)
At 31 March 2024	<u>46,140</u>
Carrying amount	
At 31 March 2024	<u>46,140</u>
At 31 March 2023	<u>47,893</u>

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

15 Subsidiaries

Details of the company's subsidiaries at 31 March 2024 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct
Sebden Steel Quest Limited	(i)	Dormant	Ordinary	100.00
Sebden Steel PST Limited	(i)	Dormant	Ordinary	100.00
B.&D. Steel Limited	(i)	Dormant	Ordinary	100.00
B&D Steel Services Limited	(i)	Dormant	Ordinary	100.00
Seren Steel (Midlands) Limited	(i)	Dormant	Ordinary	100.00
Seren Steel (South Wales) Limited	(i)	Dormant	Ordinary	100.00
The Sebden Group Limited	(i)	Dormant	Ordinary	100.00
Sebden Steel Service Centres Limited	(i)	Steel service centres and processors	Ordinary	100.00
Sebden Steel Limited	(i)	Dormant	Ordinary	100.00
Cobco (236) Limited	(i)	Property holding company	Ordinary	100.00

(i) Craven House Craven Road, Broadheath, Altrincham, Cheshire, WA14 5HE

16 Disposals

On 27 October 2023 the group disposed of its 100% holding in Albion Sections Limited. The shares of the company were sold to Albion Sections Group Limited, following the cancellation of £5,270,000 of ordinary shares, representing the value of Albion Sections Limited. The shareholders were issued £5,270,000 of new shares in the parent company as consideration. At 27 October 2023 the net assets of Albion Sections Limited were £5,270,000. The disposal of Albion Sections Limited resulted in £3,517,000 pre-tax profit on disposal recognised in the profit of the parent company.

Net assets disposed of	£000
Cash and cash equivalents	30
Tangible fixed assets	644
Trade and other receivables	5,286
Inventories	387
Trade and other payables	(754)
Tax liabilities	(210)
Deferred tax	(113)
	5,270
Profit on disposal	-
	5,270
Total consideration	5,270
The consideration was satisfied by:	£000
Share for share exchange	5,270

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

17 Stocks

	Group 2024 £000	2023 £000	Company 2024 £000	2023 £000
Raw materials and consumables	-	271	-	-
Work in progress	-	98	-	-
Finished goods and goods for resale	27,114	23,079	-	-
	<u>27,114</u>	<u>23,448</u>	<u>-</u>	<u>-</u>

18 Debtors

	Group 2024 £000	2023 £000	Company 2024 £000	2023 £000
Amounts falling due within one year:				
Trade debtors	40,268	48,739	-	-
Corporation tax recoverable	266	-	-	-
Other debtors	26	15,835	-	-
Prepayments and accrued income	576	759	-	-
	<u>41,136</u>	<u>65,333</u>	<u>-</u>	<u>-</u>

19 Creditors: amounts falling due within one year

	Group 2024 £000	2023 £000	Company 2024 £000	2023 £000
	Notes			
Bank loans	21	-	500	-
Obligations under finance leases	22	151	287	-
Trade creditors		39,010	48,020	-
Amounts owed to group undertakings		-	9,475	7,857
Corporation tax payable		36	187	-
Other taxation and social security		291	260	150
Other creditors		1,048	1,797	658
Accruals and deferred income		4,511	7,372	603
		<u>45,047</u>	<u>58,423</u>	<u>10,886</u>
		<u>45,047</u>	<u>58,423</u>	<u>9,499</u>

Obligations under finance lease agreements are secured upon the assets concerned.

At the year end, there was a balance of £30,000 (2023: £38,000) held in other tax and social security in respect of pension commitments.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

20 Creditors: amounts falling due after more than one year

		Group		Company	
	Notes	2024	2023	2024	2023
		£000	£000	£000	£000
Bank loans	21	-	4,486	-	-
Obligations under finance leases	22	-	135	-	-
Other creditors		1,800	2,273	1,800	2,273
		<u>1,800</u>	<u>6,894</u>	<u>1,800</u>	<u>2,273</u>
		<u>1,800</u>	<u>6,894</u>	<u>1,800</u>	<u>2,273</u>

Obligations under finance lease agreements are secured upon the assets concerned.

Amounts included above which fall due after five years are as follows:

Payable by instalments	-	2,394	-	-
	<u>-</u>	<u>2,394</u>	<u>-</u>	<u>-</u>

21 Borrowings

		Group		Company	
		2024	2023	2024	2023
		£000	£000	£000	£000
Bank loans		-	4,986	-	-
Other borrowings		2,458	3,916	2,458	3,916
		<u>2,458</u>	<u>8,902</u>	<u>2,458</u>	<u>3,916</u>
		<u>2,458</u>	<u>8,902</u>	<u>2,458</u>	<u>3,916</u>
Payable within one year		658	2,002	658	1,642
Payable after one year		1,800	6,760	1,800	2,274
		<u>1,800</u>	<u>6,760</u>	<u>1,800</u>	<u>2,274</u>

Other borrowings comprise loan notes of £2,458,000 (2023: £3,916,000) which attract interest.

There is a debenture including a fixed charge over all present freehold and leasehold property; a first fixed charge over book and other debtors, chattels, goodwill and uncalled capital, both present and future; and first floating charge over all assets and undertaking both present and future dated 22 August 2014.

In addition there is an unlimited Multilateral Guarantee dated 15 July 2013 given by The Sebden Group Limited, Sebden Steel Services Centres Limited, Cobco (236) Limited and a first legal charge dated 12 September 2014 over freehold property known as Unit 7, Langthwaite Road, Langthwaite Grange Industrial Estate.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

22 Finance lease obligations

	Group 2024 £000	2023 £000	Company 2024 £000	2023 £000
Future minimum lease payments due under finance leases:				
Less than one year	151	287	-	-
Between one and five years	-	135	-	-
	<u>151</u>	<u>422</u>	<u>-</u>	<u>-</u>

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

23 Deferred taxation

Deferred tax assets and liabilities are offset where the group or company has a legally enforceable right to do so. The following analysis of the deferred tax balances (after offset) for financial reporting purposes:

Group	Liabilities 2024 £000	Liabilities 2023 £000
Accelerated capital allowances	1,660	1,797
Short term timing differences	(49)	(57)
Capital gains	88	88
	<u>1,699</u>	<u>1,828</u>

The company has no deferred tax assets or liabilities.

	Group 2024 £000	Company 2024 £000
Movements in the year:		
Liability at 1 April 2023	1,828	-
Credit to profit or loss	(16)	-
Transfer on disposal	(113)	-
	<u>1,699</u>	<u>-</u>

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

24 Retirement benefit schemes

	2024	2023
	£000	£000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	339	372

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

25 Share capital

	Group and Company			
	2024	2023	2024	2023
Ordinary share capital	Number	Number	£000	£000
Issued and fully paid				
Ordinary Shares of 1p (2023: £1) each	13,667,451	7,409,641	137	7,410
Ordinary A Shares of 1p each	56,951,400	-	570	-
Ordinary B Shares of 1p (2023: £1) each	4,252,359	355,413	42	355
Ordinary C Shares of 1p (2023: £1) each	14,930,488	1,247,893	149	1,248
Ordinary D Shares of 1p each	5,118,438	-	51	-
	<u>94,920,136</u>	<u>9,012,947</u>	<u>949</u>	<u>9,013</u>

Ordinary Shares carry voting, dividend and capital rights but no redemption rights.

Ordinary A Shares carry voting, dividend and capital rights but no redemption rights.

Ordinary B Shares carry capital rights but no voting, dividend or redemption rights.

Ordinary C Shares carry voting, dividend and capital rights but no redemption rights.

Ordinary D Shares carry voting, dividend and capital rights but no redemption rights.

On 26 October 2023, each of the Ordinary shares, Ordinary A shares, Ordinary B shares, Ordinary C shares and Ordinary D shares were subdivided into 100 shares of the same respective class of £0.01 each, by special resolution.

Subsequently, 56,951,400 of the Ordinary A shares and 527,000,000 of the Ordinary A shares were reclassified as Ordinary E and Ordinary F shares, respectively.

On 27 October 2023, the company cancelled 527,000,000 Ordinary F shares of £0.01 each as part of the demerger of Albion Sections Limited from the group. The shares were acquired from shareholders in a share for share exchange, reducing the share capital from £9,012,948 to £3,742,948.

The cancellation resulted in a reduction in the company's share capital by £5,270,000, which reduced the distributable reserves by the same amount.

Subsequently, the company completed a further reduction in share capital, cancelling 100,565,349 Ordinary shares, 31,288,941 Ordinary B shares, 109,858,812 Ordinary C shares and 37,661,562 Ordinary D shares with a nominal value of £0.01 each. This was credited to a distributable reserve. This further reduced the share capital from £3,742,948 to £949,201.

The cancellation resulted in a reduction in the company's share capital by £2,794,000 and a credit to distributable reserves of the same amount.

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

26 Reserves

Profit and loss reserves

Profit and loss reserves represent earnings net of distributions to the owners.

27 Cash generated from group operations

	2024 £000	2023 £000
Profit for the year after tax	3,685	19,458
Adjustments for:		
Taxation charged	1,064	4,582
Finance costs	244	425
Investment income	(101)	(190)
Loss on disposal of tangible fixed assets	61	44
Amortisation and impairment of intangible assets	(63)	(63)
Depreciation and impairment of tangible fixed assets	1,231	1,237
Movements in working capital:		
(Increase)/decrease in stocks	(4,053)	8,427
Decrease in debtors	19,177	23,270
Decrease in creditors	(10,867)	(28,179)
Cash generated from operations	<u>10,378</u>	<u>29,011</u>

28 Analysis of changes in net debt - group

	1 April 2023 £000	Cash flows £000	Disposals £000	31 March 2024 £000
Cash at bank and in hand	804	(612)	(30)	162
Borrowings excluding overdrafts	(8,902)	6,445	-	(2,457)
Obligations under finance leases	(422)	271	-	(151)
	<u>(8,520)</u>	<u>6,104</u>	<u>(30)</u>	<u>(2,446)</u>

SEBDEN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

29 Operating lease commitments

Lessee

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

	Group		Company	
	2024	2023	2024	2023
	£000	£000	£000	£000
Within one year	399	388	-	-
Between one and five years	1,405	1,383	-	-
In over five years	1,528	1,841	-	-
	<u>3,332</u>	<u>3,612</u>	<u>-</u>	<u>-</u>
	<u><u>3,332</u></u>	<u><u>3,612</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

30 Related party transactions

At the year end, an amount of £1,604,000 (2023: £2,273,000) was outstanding at year end in favour of the directors of the group and their family members. There is a fixed charge containing a negative pledge in relation to these loan notes.

During the year, purchases of £87,000 (2023: £167,000) were transacted with a company under common ownership.

During the year, the company engaged in transactions with an entity under common control, including the sale of goods. The total value of such transactions amounted to £941,000 (2023: £nil). A balance of £352,000 (2023: £nil) is included within trade debtors.

31 Controlling party

The directors consider that the company's ultimate controlling party are the directors of the company.