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# Filofax Group Limited

## Report and Financial Statements

31 January 2013

TUESDAY



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COMPANIES HOUSE

**Directors**

G Presly

G Raw

**Secretary**

D M Company Services Limited

**Auditors**

Ernst & Young LLP

G1 5 George Square

Glasgow G2 1DY

**Bankers**

Royal Bank of Scotland

36 St Andrew Square

Edinburgh EH2 2YB

**Solicitors**

Dickson Minto WS

16 Charlotte Square

Edinburgh EH2 4DF

**Registered Office**

C/o Dickson Minto WS

Level 13

The Broadgate Tower

Primrose Street

London EC2A 2EW

Registered No 175064

## Directors' report

The directors present their report and financial statements for the year ended 31 January 2013

### Results

The profit for the year after taxation amounted to £1,000 (2012 – profit of £1,000)

### Principal activity, review of business and future developments

The principal activity of the company during the year continued to be that of a parent undertaking of subsidiaries involved in the supply of stationery products

### Going concern

The company is an intermediate parent undertaking that did not trade during the year and is unlikely to resume trading activities in the foreseeable future

After making enquiries the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the annual report and financial statements

### Directors

The directors who served the company during the year were as follows

G Presly

G Raw

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware there is no relevant audit information being information needed by the auditor in connection with preparing its report of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

On behalf of the Board



G Raw

Director

31 July 2013

## Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

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

- select suitable accounting policies and then apply them consistently,
- make judgments and 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

# **Independent auditors' report**

## **to the members of Filofax Group Limited**

We have audited the financial statements of Filofax Group Limited for the year ended 31 January 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on the financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 January 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

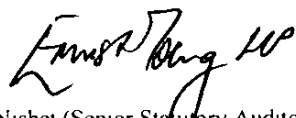
## **Independent auditors' report (continued)**

**to the members of Filofax Group Limited**

### **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the 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



James Nisbet (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP Statutory Auditor  
Glasgow

31 July 2013

## Profit and loss account

for the year ended 31 January 2013

	<i>Notes</i>	<i>2013</i> <i>£000</i>	<i>2012</i> <i>£000</i>
Net operating expenses	2	—	—
<b><i>Profit on ordinary activities before taxation</i></b>		—	—
Tax	4	1	1
<b><i>Profit for the financial year</i></b>	9	<u>1</u>	<u>1</u>

All amounts relate to continuing activities

## Statement of total recognised gains and losses

for the year ended 31 January 2013

There are no recognised gains or losses other than the profit attributable to the shareholders of the company of £1,000 in the year ended 31 January 2013 (2012 – profit of £1,000)

## Balance sheet

at 31 January 2013

	Notes	2013 £000	2012 £000
<b>Fixed assets</b>			
Investments	5	2 732	2 732
<b>Current assets</b>			
Amounts owed by group undertakings		6 061	22 473
<b>Creditors</b> amounts falling due within one year	6	(6)	(6)
<b>Net current assets</b>		6 055	22 467
<b>Total assets less current liabilities</b>		8 787	25 199
<b>Creditors</b> amounts falling due after more than one year			
Amounts owed to group undertakings		(5 213)	(21 626)
<b>Net assets</b>		3 574	3 573
<b>Capital and reserves</b>			
Called up share capital	7	1 256	1 256
Share premium account	8	1 990	1 990
Capital redemption reserve	8	325	325
Profit and loss account	8	3	2
<b>Shareholders' funds</b>	8	3,574	3 573

The financial statements on pages 6 to 11 were approved by the Board of Directors on 31 July 2013 and were signed on their behalf by



G Raw

Director



## Notes to the financial statements

at 31 January 2013

### 1. Accounting policies

#### *Basis of preparation*

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards

The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future and be able to meet its liabilities as they fall due

These financial statements do not include any adjustments that might arise if the going concern basis for the preparation of the financial statements was not appropriate

#### *Group financial statements*

The financial statements contain information about Filofax Group Limited as an individual company and do not contain group financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare group financial statements

#### *Statement of cash flows*

Under FRS 1 (Revised) the company is exempt from the requirement to produce a statement of cash flows as the parent undertaking. FLB Group Limited, includes the company in its own published group financial statements

#### *Investments*

Fixed asset investments are stated at cost less provision for any impairment

### 2. Auditors' remuneration

The auditors' remuneration is included in the financial statements of the company's subsidiary, Filofax Limited, from which the audit fee will be payable

### 3. Staff costs

The only employees of the company in the current and prior year were the directors. In the current year the directors received no remuneration for services to the company (2012 – £nil)

### 4. Tax

(a) Tax on profit on ordinary activities

The tax credit is made up as follows

	2013	2012
	£000	£000
<i>Current tax.</i>		
Adjustment in respect of prior years	(1)	(1)
Tax on profit on ordinary activities (note 4(b))	(1)	(1)

## Notes to the financial statements

at 31 January 2013

### Tax (continued)

(b) Factors affecting tax credit for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 24.33% (2012 – 26.3%). The differences are explained below

	2013 £000	2012 £000
Profit on ordinary activities before tax	—	—
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.33% (2012 – 26.3%)	—	—
<i>Effects of</i>		
Adjustment in respect of prior years	(1)	(1)
Current tax for the year (note 4(a))	(1)	(1)

(c) Factors that may affect future tax charges

The Finance Act 2012, enacted in July 2012, included legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013

A further change to the rate was proposed in The Finance Act 2013, enacted in July 2013, to reduce the rate by a further 2% to 21% from 1 April 2014 and to 20% from 1 April 2015. As these changes were substantively enacted after the balance sheet date, they are not included in the figures within these accounts

## 5. Investments

	<i>Shares in subsidiary undertakings</i> £000	<i>Loans to subsidiary undertakings</i> £000	<i>Total</i> £000
Cost			
At 1 February 2012 and 31 January 2013	9,828	2,250	12,078
Provision for impairment			
At 1 February 2012 and 31 January 2013	9,346	—	9,346
Net book value			
At 1 February 2012 and 31 January 2013	482	2,250	2,732

## Notes to the financial statements

at 31 January 2013

### 5. Investments (continued)

The following are the principal subsidiary undertakings of the company as at 31 January 2013. The holdings represent 100% of the issued ordinary share capital of each company.

<i>Company name</i>	<i>Country of incorporation</i>	<i>Principal activity</i>
Filofax Limited	England	Supplier of organisers Supplier of stationery products
Drakes Office Systems Limited	England	Non trading
Topps of England Limited	England	Distributor of organisers
Filofax A/S*	Denmark	Distributor of organisers
Filofax AB*	Sweden	Distributor of organisers
Filofax GmbH	Germany	Distributor of organisers Sourcing of organiser wallets
Filofax Hong Kong Limited*	Hong Kong	Distributor of organisers
Filofax SARL*	France	Distributor of organisers
Filofax Italia SRL*	Italy	Distributor of organisers

\* Investment held by a subsidiary undertaking

The company is exempt under s 400 of the Companies Act 2006 from the requirement to prepare group financial statements as the company is a subsidiary of FLB Group Limited, a company registered in Scotland for which group financial statements are prepared.

### 6. Creditors: amounts falling due within one year

	<i>2013</i>	<i>2012</i>
	<i>£000</i>	<i>£000</i>
Accruals	<u>6</u>	<u>6</u>

### 7. Issued share capital

	<i>2013</i>	<i>2012</i>
<i>Allotted, called up and fully paid</i>	<i>No</i>	<i>No</i>
	<i>£000</i>	<i>£000</i>
Ordinary shares of £0.05 each	25,124,059 <u>1,256</u>	25,124,059 <u>1,256</u>

## Notes to the financial statements

at 31 January 2013

### 8. Reconciliation of shareholders' funds and movements on reserves

	<i>Called up share capital £000</i>	<i>Share premium £000</i>	<i>Capital redemption reserve £000</i>	<i>Profit and loss account £000</i>	<i>Total share- holders' funds £000</i>
At 1 February 2011	1,256	1,990	325	1	3,572
Profit for the year	—	—	—	1	1
At 1 February 2012	1,256	1,990	325	2	3,573
Profit for the year	—	—	—	1	1
At 31 January 2013	1,256	1,990	325	3	3,574

### 9. Contingent liabilities

Guarantees have been given by the company for group borrowings which at 31 January 2013 amounted to £15,740,000 (2012 – £16,235,000)

### 10. Related party transactions

The company has taken advantage of the exemption available under FRS 8 with regard to the non-disclosure of transactions between group companies

### 11. Ultimate parent undertaking and controlling party

The company's intermediate parent undertaking is Letts Filofax Group Limited, a company registered in Scotland

The company's ultimate parent undertaking and controlling party was FLB Group Limited, a company registered in Scotland. Copies of the group financial statements are available from 16 Charlotte Square, Edinburgh, EH2 4DF

### 12. Post balance sheet events

In April 2013 FLB Group Ltd secured working capital facilities with PNC Business Credit, an asset backed lender. These facilities are committed for a period of three years and for a maximum of £15,000,000

On 19 April 2013 the entire issued share capital of FLB Group Ltd was acquired by HSGP Investments Ltd, a private company registered in Scotland with share capital and net assets of £4,000,000