

Company Registration No. 01305000 (England and Wales)

**BARNES & MULLINS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**

# BARNES & MULLINS LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	B M Cleary	
	S B Perrin	
	G J Tichopad	(Appointed 1 April 2018)
	S J Finley	(Appointed 1 April 2018)
	S Lewis	(Appointed 1 April 2018)
	A R Mew	(Appointed 1 April 2018)

<b>Company number</b>	01305000
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<b>Registered office</b>	Unit 14 Mile Oak Industrial Estate Oswestry Shropshire SY10 8GA
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<b>Auditor</b>	Arram Berlyn Gardner LLP 30 City Road London EC1Y 2AB
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<b>Business address</b>	Unit 14 Mile Oak Industrial Estate Oswestry Shropshire SY10 8GA
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# **BARNES & MULLINS LIMITED**

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# BARNES & MULLINS LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2017

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The directors present the strategic report for the year ended 31 December 2017.

#### Fair review of the business

The company performed well during the year and will continue to review existing activities with a view to increasing turnover and profitability.

Advertising and marketing costs are maintained at a similar level to prior year to ensure continued increase in sales in the UK and presence in new territories and expansion into overseas markets.

The directors consider that the key financial performance indicators are those that monitor the performance in respect of 3 matrix.

#### Analysis of key performance indicators

Domestic business is stable but challenging due to internet selling. The company is strong in the UK market. The directors don't expect significant growth but will focus on export sales and commercial audio in 2018. Overheads are expected to remain the same but with additional costs for the new MFG facility and investment in the website and improved systems.

The directors' consider the position at the period end to be satisfactory. The directors hope the company will grow in the foreseeable future as the company is investing in a more varied product portfolio assisted by effective marketing both in the United Kingdom and overseas.

The key financial highlights are as follows:

	2017	2016
	£	£
Turnover	11,428,338	10,470,688
Gross profit	3,241,693	3,149,584
Profit before tax	730,929	776,086
		(255,435)

#### Principal risks and uncertainties

The company faces a number of risks and uncertainties and the directors believe that the key business risks are in respect of competition mostly from international businesses and the impact of Brexit and in ensuring that the company continues to be the first choice for business in the UK for musical instruments. In view of these risks and uncertainties, the directors are aware that the development of the company may be affected by factors outside their control such as the ongoing negotiations by the UK government with the EU around Brexit.

The company faces a number of business risks and uncertainties due to technological advancements in music products, changes in consumer music tastes and new competition. In view of this, the directors are looking carefully at both existing and potential new markets to mitigate the risk. In addition, the following points sets out how key risks relating to technological advancements, changes in consumer tastes and new competition are being mitigated:

- The company actively promotes its own brands and third party brands and undertakes marketing actions to raise brand awareness.
- The company also focuses on quality, brand knowledge and detailed knowledge on number of musical instruments that are in demand to ensure customers get quality service.
- The company has long lasting relationships with numerous suppliers of well known musical instruments which sell to the company on exclusive basis. The company's sales team have extensive knowledge of their products which is seen as an asset.

## **BARNES & MULLINS LIMITED**

### **STRATEGIC REPORT (CONTINUED)**

***FOR THE YEAR ENDED 31 DECEMBER 2017***

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#### **Financial instruments**

The company's principal financial instruments comprise invoice discounting, import loan facilities, bank balances, bank overdrafts, trade creditors, trade debtors and finance lease agreements. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's operations. The company's approach to managing risks applicable to the financial instruments concerned is shown below.

The company has a normal level of exposure to price, credit, liquidity and cash flow risks arising from trading activities. The company does not enter into any formally designated hedging arrangements.

In respect of invoice discounting and import loan facilities, the liquidity risk is managed by ensuring there are sufficient funds to meet demands.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest.

In respect of loans these comprise amounts due to financial institutions. The interest rate on the loans from the financial institutions is variable but the monthly repayments are fixed. The company manages the liquidity risk by ensuring there are sufficient funds to meet the payments.

The company is a lessee in respect of finance leased assets. The liquidity risk in respect of these is managed in the same way as the loans above.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

On behalf of the board

S B Perrin

**Director**

17 September 2018

# **BARNES & MULLINS LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2017**

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The directors present their annual report and financial statements for the year ended 31 December 2017.

#### **Principal activities**

The company is principally engaged in the wholesale and distribution of musical instruments.

#### **Directors**

The following directors have held office since 1 January 2015:

B M Cleary	
S B Perrin	
G J Tichopad	(Appointed 1 April 2018)
S J Finley	(Appointed 1 April 2018)
S Lewis	(Appointed 1 April 2018)
A R Mew	(Appointed 1 April 2018)

#### **Results and dividends**

The results for the year are set out on page 7.

The directors do not recommend payment of a final ordinary dividend.

#### **Future developments**

The directors consider that the company is well placed to develop its activities in the foreseeable future. The company will manufacture Champion woodwind accessories and Hidersine string accessories. In addition the company has the rights to manufacture and sell Hill & Sons products worldwide. Investment in in-house manufacturing is expected to significantly increase profits in these brands.

Emphasis on Export sales is supported with a newly created position of Export Manager during 2017 and the two year investment in the Commercial Audio market is expected to start showing a return during 2018/19.

#### **Auditor**

In accordance with the company's articles, a resolution proposing that Arram Berlyn Gardner LLP be reappointed as auditor of the company will be put forward at a General Meeting.

#### **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 judgements and accounting estimates that are reasonable and prudent;
- 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.

## **BARNES & MULLINS LIMITED**

### **DIRECTORS' REPORT (CONTINUED)**

***FOR THE YEAR ENDED 31 DECEMBER 2017***

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#### **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 company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

S B Perrin

**Director**

17 September 2018

# **BARNES & MULLINS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF BARNES & MULLINS LIMITED**

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#### **Opinion**

We have audited the financial statements of Barnes & Mullins Limited (the 'company') for the year ended 31 December 2017 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 a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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.

#### **Basis for opinion**

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

#### **Conclusions relating to going concern**

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

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

#### **Other information**

The 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. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

#### **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.



## **BARNES & MULLINS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF BARNES & MULLINS LIMITED**

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

- adequate accounting records have not been kept, 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.

#### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

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

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

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.

**John Donohoe FCA (Senior Statutory Auditor)**  
for and on behalf of Arram Berlyn Gardner LLP

26 September 2018

**Chartered Accountants**  
**Statutory Auditor**

30 City Road  
London  
EC1Y 2AB

# BARNES & MULLINS LIMITED

## STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
<b>Turnover</b>	<b>3</b>	11,428,338	10,470,688
Cost of sales		(8,186,645)	(7,321,104)
<b>Gross profit</b>		<u>3,241,693</u>	<u>3,149,584</u>
Administrative expenses		(2,479,983)	(2,338,718)
Other operating income		16,728	16,266
<b>Operating profit</b>	<b>4</b>	<u>778,438</u>	<u>827,132</u>
Interest receivable and similar income	<b>8</b>	38	36
Interest payable and similar expenses	<b>9</b>	(47,547)	(51,082)
<b>Profit before taxation</b>		<u>730,929</u>	<u>776,086</u>
Tax on profit	<b>10</b>	(141,471)	(162,943)
<b>Profit for the financial year</b>		<u><u>589,458</u></u>	<u><u>613,143</u></u>

The Income Statement has been prepared on the basis that all operations are continuing operations.

# BARNES & MULLINS LIMITED

## STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2017

	Notes	2017 £	£	2016 £	£
<b>Fixed assets</b>					
Tangible assets	13		108,271		156,389
Investments	14		300		300
			<u>108,571</u>		<u>156,689</u>
<b>Current assets</b>					
Stocks	17	3,909,564		3,433,054	
Debtors	18	1,680,210		1,557,296	
Cash at bank and in hand		303,878		165,171	
		<u>5,893,652</u>		<u>5,155,521</u>	
<b>Creditors: amounts falling due within one year</b>	19	<u>(2,600,741)</u>		<u>(2,125,167)</u>	
<b>Net current assets</b>			<u>3,292,911</u>		<u>3,030,354</u>
<b>Total assets less current liabilities</b>			<u>3,401,482</u>		<u>3,187,043</u>
<b>Creditors: amounts falling due after more than one year</b>	20		<u>(5,534)</u>		<u>(25,464)</u>
<b>Net assets</b>			<u><u>3,395,948</u></u>		<u><u>3,161,579</u></u>
<b>Capital and reserves</b>					
Called up share capital	23		352,916		352,916
Profit and loss reserves	24		<u>3,043,032</u>		<u>2,808,663</u>
<b>Total equity</b>			<u><u>3,395,948</u></u>		<u><u>3,161,579</u></u>

The financial statements were approved by the board of directors and authorised for issue on 17 September 2018 and are signed on its behalf by:

B M Cleary  
Director

S B Perrin  
Director

Company Registration No. 01305000

# BARNES & MULLINS LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

		Share capital	Profit and loss reserves	Total
	Notes	£	£	£
<b>Balance at 1 January 2016</b>		352,916	2,587,084	2,940,000
<b>Year ended 31 December 2016:</b>				
Profit and total comprehensive income for the year		-	613,143	613,143
Dividends	11	-	(391,564)	(391,564)
<b>Balance at 31 December 2016</b>		352,916	2,808,663	3,161,579
<b>Year ended 31 December 2017:</b>				
Profit and total comprehensive income for the year		-	589,458	589,458
Dividends	11	-	(355,089)	(355,089)
<b>Balance at 31 December 2017</b>		352,916	3,043,032	3,395,948

# BARNES & MULLINS LIMITED

## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2017

		2017	2016
	Notes	£	£
<b>Cash flows from operating activities</b>			
Cash generated from operations	28	594,143	624,485
Interest paid		(47,547)	(51,082)
Income taxes paid		(159,501)	(127,438)
<b>Net cash inflow from operating activities</b>		387,095	445,965
<b>Investing activities</b>			
Purchase of tangible fixed assets		(9,112)	(4,284)
Proceeds on disposal of tangible fixed assets		47,639	10,000
Interest received		38	36
<b>Net cash generated from investing activities</b>		38,565	5,752
<b>Financing activities</b>			
Repayment of bank loans		142,322	(122,555)
Payment of finance leases obligations		(64,154)	(35,169)
Dividends paid		(355,089)	(391,564)
<b>Net cash used in financing activities</b>		(276,921)	(549,288)
<b>Net increase/(decrease) in cash and cash equivalents</b>		148,739	(97,571)
Cash and cash equivalents at beginning of year		155,139	252,710
<b>Cash and cash equivalents at end of year</b>		303,878	155,139
<b>Relating to:</b>			
Cash at bank and in hand		303,878	165,171
Bank overdrafts included in creditors payable within one year		-	(10,032)

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

#### Company information

Barnes & Mullins Limited is a private company limited by shares incorporated in England and Wales. The registered office is Unit 14, Mile Oak Industrial Estate, Oswestry, Shropshire, SY10 8GA.

#### 1.1 Accounting convention

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

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

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

#### Group accounts

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Barnes & Mullins Limited is a wholly owned subsidiary of Troubadour Investments Limited and the results of Barnes & Mullins Limited are included in the consolidated financial statements of Troubadour Investments Limited which are available from 30 City Road, London, EC1Y 2AB.

#### 1.2 Going concern

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

#### 1.3 Turnover

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

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

#### 1.4 Tangible fixed assets

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

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

Plant and machinery	25% Reducing balance
Fixtures, fittings & equipment	25% Reducing balance
Motor vehicles	25% Reducing balance

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.

# **BARNES & MULLINS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **1 Accounting policies**

**(Continued)**

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

#### **1.5 Fixed asset investments**

Interests in subsidiaries 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 company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

#### **1.6 Impairment of fixed assets**

At each reporting period end date, the company reviews the carrying amounts of its tangible 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.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

#### **1.7 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.

Cost is determined on the first-in, first-out (FIFO) method.

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.

#### **1.8 Cash at bank and in hand**

Cash at bank and in hand are basic financial assets and include cash in hand and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

(Continued)

#### 1.9 Financial instruments

The company has chosen to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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

##### **Basic financial assets**

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

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

##### **Impairment of financial assets**

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

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

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

##### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company 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.



# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

(Continued)

#### **Classification of financial liabilities**

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

#### **Basic financial liabilities**

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

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

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

#### **Derecognition of financial liabilities**

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

### 1.10 Equity instruments

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

### 1.11 Taxation

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

#### **Current 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 company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

### 1.12 Employee benefits

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

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

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

# **BARNES & MULLINS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **1 Accounting policies**

**(Continued)**

#### **1.13 Retirement benefits**

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

#### **1.14 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 the income statement 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 income 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 lease asset are consumed.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### **1.15 Foreign exchange**

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

#### **1.16 Invoice discounting**

The company recognises a trade debtor on sales and a invoice discounting liability due to a third party when it has transferred substantially all of the risks and rewards of the ownership of the trade debtors and has an obligation to pay the received cash flows in full without any material delays. As the company has an obligation to buy back debts over a certain ageing, a debtor and corresponding creditor is recognised.

# **BARNES & MULLINS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **2 Judgements and key sources of estimation uncertainty**

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

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

#### **Critical judgements**

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

#### **Tangible assets**

Accounting for tangible assets involves the use of estimates and judgements for determining the useful lives over which these are to be depreciated and the existence and amount of any impairment.

Tangible assets are depreciated on a straight line basis over their estimated useful lives and taking into account their expected residual values. When the Company estimates useful lives, various factors are considered including expected technological obsolescence and the expected usage of the asset.

The Directors regularly review these asset lives and change them as necessary to reflect the estimated current remaining lives in light of technological changes, future economic utilisation and physical condition of the assets concerned. A significant change in asset lives can have a significant change on depreciation and amortisation charges for the period.

#### **Stock**

The company wholesales and distributes musical instruments and is subject to consumer demands. As a result it is necessary to consider the recoverability of the cost of stock and the associated provision required. When calculating the stock provision, management considers the nature and condition of the stock, as well as applying assumptions around anticipated saleability of finished goods. See note 17 for the net carrying amount of the stock and associated provision.

#### **Impairment of debtors**

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

#### **Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. This obligation may be legal or constructive deriving from regulations, contracts, normal practices or public commitments that lead third parties to reasonably expect that the Company will assume certain responsibilities. The amount of the provision is determined based on the best estimate of the outflow of resources required to settle the obligation, taking into account all available information.

No provision is recognised if the amount of liability cannot be estimated reliably. In this case, the relevant information is disclosed in the notes to the financial statements.

Given the uncertainties inherent in the estimates used to determine the amount of provision, actual outflows of resources may differ from the amounts recognised originally on the basis of the estimates.

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2017 £	2016 £
<b>Turnover analysed by class of business</b>		
Sale of goods - musical instruments	11,428,338	10,470,688
	<u>11,428,338</u>	<u>10,470,688</u>
	2017 £	2016 £
<b>Other significant revenue</b>		
Interest income	38	36
Commissions received	5,314	4,387
	<u>5,352</u>	<u>4,423</u>
	2017 £	2016 £
<b>Turnover analysed by geographical market</b>		
United Kingdom	10,018,940	9,241,646
EU	823,724	744,403
Rest of the world	585,674	484,639
	<u>11,428,338</u>	<u>10,470,688</u>

All turnover is derived from one activity, being the company's principal activity in sale of musical instruments.

### 4 Operating profit

	2017 £	2016 £
Operating profit for the year is stated after charging/(crediting):		
Exchange losses/(gains)	20,899	(9,415)
Depreciation of owned tangible fixed assets	21,451	29,818
Depreciation of tangible fixed assets held under finance leases	14,639	25,785
Loss on disposal of tangible fixed assets	8,038	422
Cost of stocks recognised as an expense	8,186,645	7,321,104
Operating lease charges	109,806	111,319
	<u>8,250,878</u>	<u>7,567,439</u>

Exchange differences recognised in profit or loss during the year, except for those arising on financial instruments measured at fair value through profit or loss, amounted to £20,899 (2016 - £9,415).

### 5 Auditor's remuneration

	2017 £	2016 £
Fees payable to the company's auditor:		
<b>For audit services</b>		
Audit of the financial statements of the company	29,925	28,325
	<u>29,925</u>	<u>28,325</u>

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 6 Employees

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

	2017 Number	2016 Number
Sales and distribution	13	13
Administration	13	12
Drivers and yard staff	17	16
	<u>43</u>	<u>41</u>

Their aggregate remuneration comprised:

	2017 £	2016 £
Wages and salaries	1,210,678	1,174,022
Social security costs	133,605	126,601
Pension costs	137,027	100,948
	<u>1,481,310</u>	<u>1,401,571</u>

### 7 Directors' remuneration

	2017 £	2016 £
Remuneration for qualifying services	68,613	54,468
Company pension contributions to defined contribution schemes	34,029	40,025
	<u>102,642</u>	<u>94,493</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2016 - 2).

### 8 Interest receivable and similar income

	2017 £	2016 £
<b>Interest income</b>		
Interest on bank deposits	<u>38</u>	<u>36</u>
Investment income includes the following:		
Interest on financial assets not measured at fair value through profit or loss	<u>38</u>	<u>36</u>

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 9 Interest payable and similar expenses

	2017	2016
	£	£
<b>Interest on financial liabilities measured at amortised cost:</b>		
Interest on bank overdrafts and loans	10,144	14,231
Interest on finance leases and hire purchase contracts	1,055	1,073
Interest on invoice finance arrangements	36,348	35,778
	<u>47,547</u>	<u>51,082</u>

### 10 Taxation

	2017	2016
	£	£
<b>Current tax</b>		
UK corporation tax on profits for the current period	141,471	159,501
Adjustments in respect of prior periods	-	3,442
	<u>141,471</u>	<u>162,943</u>

UK Corporation tax rates were substantively enacted as part of the Finance Bill 2015 on 15 July 2015. This reduced the main rate to 19% from 1 April 2017. Further reductions to the UK Corporation tax rates were substantially enacted as part of the Finance Bill 2016 on 16 March 2016, and remain in place as part of Finance Bill 2017. This will reduce the main rate to 17% on 1 April 2020.

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

	2017	2016
	£	£
Profit before taxation	<u>730,929</u>	<u>776,086</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%)	140,704	155,217
Tax effect of expenses that are not deductible in determining taxable profit	(1,336)	10,589
Permanent capital allowances in excess of depreciation	581	(6,390)
Under/(over) provided in prior years	-	3,442
Other tax adjustments	(25)	-
Loss on disposal of tangible fixed assets	<u>1,547</u>	<u>85</u>
Taxation charge for the year	<u>141,471</u>	<u>162,943</u>

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 11 Dividends

	2017 £	2016 £
Interim paid	355,089	391,564

### 12 Intangible fixed assets

	Goodwill £	Patents £	Total £
<b>Cost</b>			
At 1 January 2017 and 31 December 2017	146,500	41,080	187,580
<b>Amortisation and impairment</b>			
At 1 January 2017 and 31 December 2017	146,500	41,080	187,580
<b>Carrying amount</b>			
At 31 December 2017	-	-	-
At 31 December 2016	-	-	-

### 13 Tangible fixed assets

	Plant and machinery £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
<b>Cost</b>				
At 1 January 2017	3,250	354,506	228,734	586,490
Additions	5,700	3,412	34,537	43,649
Disposals	(3,250)	-	(95,918)	(99,168)
At 31 December 2017	5,700	357,918	167,353	530,971
<b>Depreciation and impairment</b>				
At 1 January 2017	3,250	325,997	100,854	430,101
Depreciation charged in the year	1,425	7,980	26,685	36,090
Eliminated in respect of disposals	(3,250)	-	(40,241)	(43,491)
At 31 December 2017	1,425	333,977	87,298	422,700
<b>Carrying amount</b>				
At 31 December 2017	4,275	23,941	80,055	108,271
At 31 December 2016	-	28,509	127,880	156,389

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 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.

	2017 £	2016 £
Motor vehicles	43,918	77,355
Depreciation charge for the year in respect of leased assets	14,639	25,785

### 14 Fixed asset investments

	Notes	2017 £	2016 £
Investments in subsidiaries	15	300	300

Fixed asset investments comprise equity shares in subsidiary undertakings which are not publicly traded. They are held at cost less accumulated impairment.

The company has not designated any financial assets that are classified as financial assets at fair value through profit or loss.

#### Movements in fixed asset investments

	Shares in group undertakings £
<b>Cost or valuation</b>	
At 1 January 2017 & 31 December 2017	300
<b>Carrying amount</b>	
At 31 December 2017	300
At 31 December 2016	300



# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 15 Subsidiaries

Details of the company's subsidiaries at 31 December 2017 are as follows:

Name of undertaking	Registered office key	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Barnes & Mullins (Manufacturing) Limited	1	Dormant	Ordinary	100.00	-
Terry Gould International Limited	1	Dormant	Ordinary	99.00	-
The Hidersine Company Limited	1	Dormant	Ordinary	99.00	-

#### Registered Office addresses:

1 Grays Inn House Unit 14 Mile, Oak Industrial Estate, Oswestry, Shropshire, SY10 8GA

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Barnes & Mullins (Manufacturing) Limited	-	(148,318)
Terry Gould International Limited	-	869
The Hidersine Company Limited	-	100

Fixed asset investments comprise equity shares in the above entities, none of which are publicly traded.

### 16 Financial instruments

	2017 £	2016 £
<b>Carrying amount of financial assets</b>		
Debt instruments measured at amortised cost	1,915,460	1,634,566
Equity instruments measured at cost less impairment	300	300
	<u>1,915,760</u>	<u>1,634,866</u>
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	1,839,189	1,302,100
	<u>1,839,189</u>	<u>1,302,100</u>

## BARNES & MULLINS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

#### 17 Stocks

	2017 £	2016 £
Finished goods and goods for resale	3,909,564	3,433,054

Stock is stated after provisions for impairment of £284,382 (2016: £284,382).

There is no significant difference between the replacement cost of finished goods and their carrying amounts.

#### 18 Debtors

	2017 £	2016 £
<b>Amounts falling due within one year:</b>		
Trade debtors	1,599,066	1,457,806
Amounts owed by group undertakings	200	200
Other debtors	12,316	11,389
Prepayments and accrued income	68,628	87,901
	<u>1,680,210</u>	<u>1,557,296</u>

Trade debtors disclosed above are measured at amortised cost.

Trade debtors are stated after provisions for impairment of £67,274 (2016: £85,378).

Included within amounts owed by group undertakings are loan balances that are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Included within trade debtors are debts of £1,068,545 (2016: £1,167,879) that have been factored.

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 19 Creditors: amounts falling due within one year

	Notes	2017 £	2016 £
Bank loans and overdrafts		363,857	231,567
Obligations under finance leases	21	16,287	25,974
Trade creditors		1,243,767	1,009,351
Amounts due to group undertakings		201,554	1,554
Corporation tax		141,471	159,501
Other taxation and social security		308,636	311,811
Other creditors		8,190	8,190
Accruals and deferred income		316,979	377,219
		<u>2,600,741</u>	<u>2,125,167</u>

Included within amounts due to group undertakings are loan balances that are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Bank loans and overdrafts and other bank facilities are secured by way of a fixed and floating charge on the company's assets in favour of HSBC Bank Plc.

Included within trade creditors is an invoice discount facility of £291,821 (2016: £679,092).

There is also a £40,000 guarantee in the favour of HM Customs and Excise.

The aggregate of secured liabilities is £671,965 (2016: £936,633).

### 20 Creditors: amounts falling due after more than one year

	Notes	2017 £	2016 £
Obligations under finance leases	21	<u>5,534</u>	<u>25,464</u>

The aggregate of secured liabilities is £5,534 (2016: £25,464 ).

### 21 Finance lease obligations

	2017 £	2016 £
Future minimum lease payments due under finance leases:		
Within one year	16,287	25,974
In two to five years	<u>5,534</u>	<u>25,464</u>
	<u>21,821</u>	<u>51,438</u>

Finance lease payments represent rentals payable by the company 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 3 to 5 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 22 Retirement benefit schemes

	2017	2016
	£	£
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	137,027	100,948

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

### 23 Share capital

	2017	2016
	£	£
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
2,428,064 Ordinary A shares of 12.5p each	303,508	303,508
395,264 Ordinary B shares of 12.5p each	49,408	49,408
	<u>352,916</u>	<u>352,916</u>

There are 2 classes of Ordinary shares; ordinary A shares and ordinary B shares. There are no restrictions on the distribution of dividends and repayment of capital.

### 24 Reserves

#### Profit and loss reserves

Retained earnings represents accumulated comprehensive income for the year and prior periods less dividends paid.

### 25 Operating lease commitments

#### Lessee

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

	2017	2016
	£	£
Within one year	105,000	105,000
Between two and five years	315,000	420,000
	<u>420,000</u>	<u>525,000</u>

# BARNES & MULLINS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

### 26 Related party transactions

#### Remuneration of key management personnel

The remuneration of key management personnel, who are also directors, is as follows.

	2017 £	2016 £
Aggregate compensation	106,435	97,690

#### Transactions with related parties

During the year the company entered into the following transactions with related parties:

#### Dividend and rental expense

	2017 £	2016 £
Entities with control, joint control or significant influence over the company	355,089	470,314
Other related parties	105,000	26,250
	<u>460,089</u>	<u>496,564</u>

The following amounts were outstanding at the reporting end date:

	2017 £	2016 £
<b>Amounts owed to related parties</b>		
Entities with control, joint control or significant influence over the company	200,000	-
Entities over which the entity has control, joint control or significant influence	1,554	1,554
	<u>201,554</u>	<u>1,554</u>

The following amounts were outstanding at the reporting end date:

	2017 Balance £
<b>Amounts owed by related parties</b>	
Entities with control, joint control or significant influence over the company	200
	<u>200</u>
	2016 Balance £
<b>Amounts owed in previous period</b>	
Entities with control, joint control or significant influence over the company	200
	<u>200</u>

## BARNES & MULLINS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

#### 26 Related party transactions

(Continued)

There is a group settlement arrangement guarantee in favour of the bank between the company an entity which has significant control over the company.

#### 27 Controlling party

The ultimate parent company is Troubadour Investments Limited, which is incorporated in England and Wales.

Directors S B Perrin and B M Cleary are the ultimate controlling parties of Troubadour Investments Limited.

Troubadour Investments Limited prepares group financial statements and copies can be obtained from 30 City Road, London EC1Y 2AB.

The parent company's registered office is Unit 14 Mile Oak Industrial Estate, Maesbury Road, Oswestry, SY10 8GA.

#### 28 Cash generated from operations

	2017 £	2016 £
Profit for the year after tax	589,458	613,143
<b>Adjustments for:</b>		
Taxation charged	141,471	162,943
Finance costs	47,547	51,082
Investment income	(38)	(36)
Loss on disposal of tangible fixed assets	8,038	422
Depreciation and impairment of tangible fixed assets	36,090	55,603
<b>Movements in working capital:</b>		
(Increase) in stocks	(476,510)	(349,464)
(Increase) in debtors	(122,914)	(41,152)
Increase in creditors	371,001	131,944
<b>Cash generated from operations</b>	<b>594,143</b>	<b>624,485</b>

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