

Company Registration No.1314676

MASTERCARE SERVICE AND DISTRIBUTION LIMITED

Annual Report and Financial Statements

year ended 29 April 2017



**MASTERCARE SERVICE AND DISTRIBUTION LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS 2017**

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MASTERCARE SERVICE AND DISTRIBUTION LIMITED

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 29 April 2017.

This report is prepared in accordance with the provisions applicable to companies entitled to the small companies exemption s415(a) of the Companies Act 2006. The exemption available from the requirements to prepare a strategic report has been taken in line with s414B of the Companies Act 2006.

PRINCIPAL ACTIVITIES AND RESULTS

The Company did not trade during the year and was dormant in the prior year.

On 19 January 2017 the Company approved a reduction of capital by way of the solvency statement procedure under section 641(1)(a) of the Companies Act 2006. The Company's share capital was reduced from £11,010,420 to £1 and its share premium account of £22,392,000 was cancelled. The Company subsequently declared a dividend of £33,400,000 on 23 March 2017 reducing its net assets to £2,420.

Subsequent to the dividend payment, the company is expected to become dormant in future periods. Therefore the financial statements have been prepared on the basis that the company is no longer a going concern.

DIVIDENDS

The Directors declared and paid an interim dividend of £33,400,000 during the year (2015/16 £nil). The Directors do not recommend the payment of a final dividend (2015/16: £nil).

DIRECTORS

The Directors of the Company throughout the year and up to the date of signing were:

P A James

J H C Foo


AUDITOR AND DISCLOSURE OF INFORMATION TO AUDITOR

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

In accordance with the provisions of Section 418 of the Companies Act 2006, each of the Directors at the date of approval of this report confirms that having made appropriate enquiries of other officers of the Company:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Approved by the Board of Directors and signed on its behalf by:



P A James
Director

29 January 2018

Registered office:
1 Portal Way
London
W3 6RS

Company Registration No. 1314676

MASTERCARE SERVICE AND DISTRIBUTION LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for the preparation of 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 period. Under that law the Directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". 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 and loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 with reasonable accuracy at any time, the financial position of the Company and to 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.

MASTERCARE SERVICE AND DISTRIBUTION LIMITED

INDEPENDENT AUDITOR'S REPORT

Independent auditor's report to the member of Mastercare Service and Distribution Limited

We have audited the financial statements of Mastercare Service and Distribution Limited for the year ended 29 April 2017 which comprise the balance sheet, the statement of changes in equity and the related notes 1 to 8. The financial reporting framework that has been applied in their presentation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

This report is made solely to the Company's member, 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 member 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 member, 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 Statement of Directors' Responsibilities, 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 29 April 2017 and of its result 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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Directors' Report.

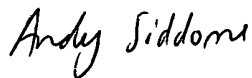
MASTERCARE SERVICE AND DISTRIBUTION LIMITED

INDEPENDENT AUDITOR'S REPORT

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; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report or from the requirement to prepare a Strategic Report.



Andy Siddons (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
29 January 2018

MASTERCARE SERVICE AND DISTRIBUTION LIMITED
BALANCE SHEET
As at 29 April 2017

	Note	2017 £'000	2016 £'000
Current assets			
Debtors	3	<u>2</u>	<u>33,402</u>
Net current assets		<u><u>2</u></u>	<u><u>33,402</u></u>
Capital and reserves			
Called up share capital	4	-	11,010
Share premium account	5	-	22,392
Retained earnings		<u>2</u>	<u>-</u>
Equity shareholder's funds		<u><u>2</u></u>	<u><u>33,402</u></u>

The financial statements were approved by the Directors on 29 January 2018 and signed on their behalf by:



P A James
Director

Registered office:
1 Portal Way
London
W3 6RS

Company Registration No. 1314676

MASTERCARE SERVICE AND DISTRIBUTION LIMITED
STATEMENT OF CHANGES IN EQUITY
For the year ended 29 April 2017

	Note	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
As at 2 May 2015 and 30 April 2016		11,010	22,392	-	33,402
Capital reduction	4	(11,010)	(22,392)	33,402	-
Dividends	6	-	-	(33,400)	(33,400)
At 29 April 2017		<u>-</u>	<u>-</u>	<u>2</u>	<u>2</u>

There were no items of comprehensive income or expense for the current and proceeding periods and therefore no statement of comprehensive income has been presented.

MASTERCARE SERVICE AND DISTRIBUTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

1.1 Basis of preparation

Mastercare Services and Distribution Limited (the Company) is a private company limited by shares incorporated in the United Kingdom, which is registered in England and Wales under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 1.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council, incorporating the Amendments to FRS 101 issued by the Financial Reporting Council in July 2015 and has applied the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 that are effective for accounting periods beginning on or after 1 January 2016.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to capital management, presentation of a cash flow statement, presentation of reconciliations for shares outstanding, standards not yet effective and related party transactions.

Where relevant, equivalent disclosures have been given in the group financial statements of Dixons Carphone plc.

The financial statements have been presented in pounds Sterling, the functional currency of the Company, and on the historical cost basis.

There are no new accounting standards, amendments to standards or IFRIC interpretations which are effective for the Company for the first time during the current financial period which have had an impact on the Company's results or net assets.

The principal accounting policies are set out below. There are no significant judgements in relation to the Company's accounting policies and no sources of estimation uncertainty.

1.2 Going concern

As a result of the dividends paid during the year (see note 6), the Company became active. However, it is expected to be dormant in future periods. Therefore, the financial statements have been prepared on the basis that the entity is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

2. EMPLOYEES AND DIRECTORS

The Company had no employees during the year (2015/16: none). The Directors received no remuneration for services to the Company during the year (2015/16: £nil).

3. DEBTORS

	2017 £'000	2016 £'000
Amounts due from group undertakings	2	33,402

MASTERCARE SERVICE AND DISTRIBUTION LIMITED **NOTES TO THE FINANCIAL STATEMENTS**

4. CALLED UP SHARE CAPITAL

	2017 £'000	2016 £'000
Authorised:		
15,000,000 ordinary shares of £1 each	<u>15,000</u>	<u>15,000</u>
Allotted and fully paid:		
1 (2016:11,010,420) ordinary shares of £1 each	<u>-</u>	<u>11,010</u>

On 19 January 2017 the Company approved a reduction of capital by way of the solvency statement procedure under section 641(1)(a) of the Companies Act 2006. The Company's share capital was reduced from £11,010,420 to £1 and its share premium account of £22,392,000 was cancelled.

5. SHARE PREMIUM

	£'000
At 2 May 2015 and 30 April 2016	22,392
Capital reduction (see note 4)	<u>(22,392)</u>
At 29 April 2017	<u>-</u>

6. DIVIDEND

	2016/17 £'000	2015/16 £'000
Interim dividend for the year ended 29 April 2017 of £33,400,000 (2015/16: nil) per share	<u>33,400</u>	<u>-</u>

The interim dividend was declared and paid on 23 March 2017.

7. PROFIT AND LOSS ACCOUNT

The Company did not trade during the current and prior years. Accordingly, no profit and loss account has been presented.

The auditor's remuneration of £1,000 (2015/16 £nil) is borne by another group undertaking.

8. PARENT COMPANY

The Company's immediate parent and controlling entity is DSG International Holdings Limited, a company incorporated in Great Britain, whose principal place of business is at 1 Portal Way, London, W3 6RS.

The Company's ultimate parent and controlling entity is Dixons Carphone plc, a company incorporated in Great Britain and which is registered in England and Wales. Dixons Carphone plc is the parent of the largest and smallest group which includes the Company for which consolidated financial statements are prepared. Copies of its financial statements may be obtained from its registered office at 1 Portal Way, London, W3 6RS.