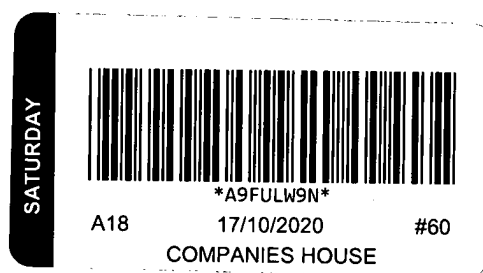


Registration number: 2436108

# Mp Software International Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2020



## **Mp Software International Limited**

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## **Mp Software International Limited**

### **Company Information**

**Director** M A Webberley

**Registered office** Point 3  
Haywood Road  
Warwick  
CV34 5AH

**Auditor** KPMG LLP  
Chartered Accountants and Statutory Auditor  
One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH

## **Mp Software International Limited**

### **Director's Report for the Year Ended 31 March 2020**

The Director presents his annual report and the audited financial statements of the Company for the year ended 31 March 2020.

#### **Small companies provision statement**

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

#### **Principal activity**

The Company did not trade during the current and prior year and the Director does not anticipate that the Company will begin trading in the foreseeable future.

#### **Results and dividends**

The Company made a profit for the year after taxation of £4,000 (2019: loss of £44,000). No dividends have been declared or paid in the year (2019: £Nil).

The Director acknowledges that the Company's net assets position is reliant on an intercompany debtor of £3,213,000 (2019: £3,213,000). As such, the parent company, telent Limited, has agreed to support the Company for at least the next 12 months, commencing from the date these accounts are signed, ensuring that the Company can continue to meet its obligations as they fall. However, as described above, the Directors do not anticipate that the Company will recommence trading in the foreseeable future and so have not prepared the financial statements on a going concern basis (see Note 2).

#### **Directors**

The director who held office during the year was as follows:

M A Webberley

#### **Political donations**

The Company made no political donations and did not incur any political expenditure during the year.

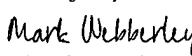
#### **Disclosure of information to the auditor**

The Director has taken steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Director confirms that there is no relevant information that he knows of and of which he knows the auditor is unaware.

#### **Reappointment of auditor**

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

Approved by the director on 13 October 2020 and signed on its behalf by:

DocuSigned by:  
  
5AD935A0B4CA4B7  
M A Webberley  
Director

## **Mp Software International Limited**

### **Statement of Director's Responsibilities**

The Director acknowledges his responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has 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 Director must not approve the financial statements unless he is 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 Director is required to:

- select suitable accounting policies and 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; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in Note 2 the Directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

The Director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

## **Mp Software International Limited**

### **Independent Auditor's Report to the Members of Mp Software International Limited**

#### **Opinion**

We have audited the financial statements of Mp Software International Limited (the 'Company') for the year ended 31 March 2020, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and related notes, including the accounting policies in Note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

We draw attention to the disclosure made in Note 2 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

#### **Director's Report**

The Director is responsible for the Director's Report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Director's Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## **Mp Software International Limited**

### **Independent Auditor's Report to the Members of Mp Software International Limited (continued)**

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

#### **Responsibilities of the director**

As explained more fully in his statement set out on page 3, the director is responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as he determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they 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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A further description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **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.

DocuSigned by:



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John Leech (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor

One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH

13 October 2020

**Mp Software International Limited****Profit and Loss Account for the Year Ended 31 March 2020**

	<b>Note</b>	<b>2020</b> <b>£ 000</b>	<b>2019</b> <b>£ 000</b>
Interest payable and similar charges	4	<u>4</u>	<u>(44)</u>
Profit/(loss) before tax		4	(44)
Tax charge on profit on ordinary activities	5	<u>-</u>	<u>-</u>
Profit/(loss) for the financial year		<u><u>4</u></u>	<u><u>(44)</u></u>

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above. Accordingly no statement of comprehensive income has been prepared.



**Mp Software International Limited****Statement of Changes in Equity for the Year Ended 31 March 2020**

	Share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2018	40,000	7,399	22	(45,062)	2,359
Loss for the year	-	-	-	(44)	(44)
At 31 March 2019	<u>40,000</u>	<u>7,399</u>	<u>22</u>	<u>(45,106)</u>	<u>2,315</u>

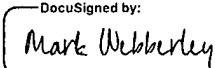
	Share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2019	40,000	7,399	22	(45,106)	2,315
Profit for the year	-	-	-	4	4
At 31 March 2020	<u>40,000</u>	<u>7,399</u>	<u>22</u>	<u>(45,102)</u>	<u>2,319</u>

The notes on pages 9 to 13 form an integral part of these financial statements.

**Mp Software International Limited****(Registration number: 2436108)****Balance Sheet as at 31 March 2020**

	Note	2020 £ 000	2019 £ 000
<b>Current assets</b>			
Debtors	6	3,213	3,213
<b>Creditors: Amounts falling due within one year</b>	7	<u>(894)</u>	<u>(898)</u>
<b>Net assets</b>		<u>2,319</u>	<u>2,315</u>
<b>Capital and reserves</b>			
Called up share capital		40,000	40,000
Share premium reserve		7,399	7,399
Capital redemption reserve		22	22
Profit and loss account		<u>(45,102)</u>	<u>(45,106)</u>
<b>Total equity</b>		<u>2,319</u>	<u>2,315</u>

Approved and authorised by the director on 13 October 2020

DocuSigned by:  
  
 5AD92FAD84CA4B7...  
 M A Webberley  
 Director

## **Mp Software International Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2020**

#### **1 General information**

The company is a private company limited by share capital, incorporated in England.

The address of its registered office is:

Point 3  
Haywood Road  
Warwick  
CV34 5AH

These financial statements were authorised for issue by the director on 13 October 2020.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

##### **Summary of disclosure exemptions**

In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS102 in respect of the following disclosures:

- Cash flow statement and related notes; and
- Key management personnel compensation.

As the consolidated financial statements of telent Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- The disclosures required by FRS102.11 (Basic Financial Instruments) and FRS102.12 (Other Financial Instrument Issues) in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36 (4) of Schedule 1.

The Company is a wholly owned subsidiary of telent Limited. Advantage has been taken of the exemption permitted by FRS 102 section 33.11 not to disclose transactions with entities that are part of the telent Group or investees of the Group qualifying as related parties. Balances with these entities are disclosed in note 6 of these financial statements.

## **Mp Software International Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)**

#### **2 Accounting policies (continued)**

##### **Going concern**

The Director acknowledges that the Company's net current assets position is reliant on an inter-company debtor of £3,213,000 (2019: £3,213,000). As set out in note 6, the Company is exposed to overseas tax liabilities and interest thereon. The Company has no bank account and accordingly, if and when such liabilities are settled, they will be paid by the parent company, telent Limited, and recharged to the Company as a reduction in the inter-company debtor balance. The parent company is also expected to pay for other small administration costs of running the Company. As such, the parent company has agreed to support the Company for at least the next 12 months, commencing from the date these accounts are signed.

As with any company placing reliance on other group entities for financial support, the Director acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, he had no reason to believe that it will not be so. Consequently, the Director is confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. However, as the Company has not traded during either the current or prior year and the Directors do not anticipate that the Company will recommence trading in the foreseeable future, they have not prepared the financial statements on a going concern basis.

##### **Judgements**

In the Director's opinion no critical judgements have been made, apart from those involving estimations (see below), that have had a significant effect on the amounts recognised in the financial statements.

##### **Key sources of estimation uncertainty**

In making accounting estimates, the Director is required to make assumptions about the future and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Those matters are set out below.

##### **Taxation**

The Company has an exposure to an overseas taxation dispute relating to overseas legacy activities in prior years. The Company works closely with local tax advisors to determine whether any provision should be made against this exposure, which is inherently judgemental. The Director estimates that the likelihood of having to settle is probable based on a combination of legal advice and knowledge of the local political and economic environment. The Company's taxation liability is set out in note 7.

##### **Finance income and costs policy**

Interest payable and similar charges include net foreign exchange losses that are recognised in the profit and loss account. Interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest receivable and interest payable are recognised in profit or loss as they accrue. Foreign currency gains and losses are reported on a net basis.

## Mp Software International Limited

### Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

#### 2 Accounting policies (continued)

##### Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

##### Tax

Taxation on profit on ordinary activities is that which has been paid or becomes payable in respect of profits for the year, after taking account of adjustments in respect of prior period liabilities. Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Timing differences arise from the inclusion of items of income or expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are not recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### 3 Directors, employees and auditor

The Director is employed and remunerated by another company in the telent Group. He does not receive any remuneration specifically for his services as a Director of the Company (2019: £nil). The Company had no employees during the year (2019: none). Fees payable to the Company's auditor for the audit of the annual accounts were £3,500 (2019: £2,800) and were borne by another Group company in both the current and preceding years. There were no fees paid for non-audit work in either year.

#### 4 Interest payable and similar expenses

	2020 £ 000	2019 £ 000
Foreign exchange (gains) / losses	(35)	12
Interest due on overseas taxation	31	32
	<u>(4)</u>	<u>44</u>

**Mp Software International Limited****Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)****5 Taxation**

Tax charged/(credited) in the income statement

	2020 £ 000	2019 £ 000
Total current income tax	<u>-</u>	<u>-</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2019 - higher than the standard rate of corporation tax in the UK) of 19% (2019 - 19%).

The differences are reconciled below:

	2020 £ 000	2019 £ 000
Profit/(loss) before tax	<u>4</u>	<u>(44)</u>
Corporation tax at standard rate	1	(8)
Effect of (income not taxable)/expense not deductible in determining taxable profit (tax loss)	<u>(1)</u>	<u>8</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

**6 Debtors**

	2020 £ 000	2019 £ 000
Amounts owed by related parties	<u>3,213</u>	<u>3,213</u>

The intercompany debtors are interest free and repayable on demand, however, the Directors do not expect to receive payment in full within 12 months of the balance sheet date.

**7 Creditors**

	2020 £ 000	2019 £ 000
<b>Due within one year</b>		
Accruals	783	782
Income tax liability	<u>111</u>	<u>116</u>
	<u>894</u>	<u>898</u>

**Mp Software International Limited****Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)****8 Share capital****Allotted, called up and fully paid shares**

	2020		2019	
	No.	£	No.	£
Ordinary share of £0.025 each	<u>1,600,000,000</u>	<u>40,000,000</u>	<u>1,600,000,000</u>	<u>40,000,000</u>

**9 Related party transactions**

The Company is a wholly owned subsidiary of telent Limited. Advantage has been taken of the exemption permitted by FRS 102 section 33.11 not to disclose transactions with entities that are part of the telent Group or investees of the Group qualifying as related parties. Balances with these entities are disclosed in note 6 of these financial statements.

**10 Parent and ultimate parent undertaking**

The company's immediate parent is telent Limited, incorporated in England.

The ultimate controlling party is Tusk Investments LP Inc, a Guernsey registered limited liability partnership.

The parent of the largest group in which these financial statements are consolidated is telent Limited, incorporated in England.

The address of telent Limited is:

Point 3, Haywood Road, Warwick, CV34 5AH.