Financial Statements Data Select Limited

For the year ended 30 April 2015



Registered number: 03662640

Company Information

Directors

P Jones

S Vincent

P Ali (appointed 1 July 2015) R Daly (appointed 1 July 2015)

Company secretary

J Holdgate

Registered number

03662640

Registered office

Network House Third Avenue Globe Park Marlow

Buckinghamshire

SL7 1EY

Independent auditor

Grant Thornton UK LLP

Chartered Accountants & Statutory Auditor

1020 Eskdale Road

Winnersh Wokingham Berkshire RG41 5TS

Bankers

Lloyds Bank Plc Davidson House Forbury Square Reading Berkshire RG1 3EU

Solicitors

Osborne Clarke 2 Temple Back East Temple Quay Bristol Avon BS1 6EG

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Directors' report For the year ended 30 April 2015

The directors present their report and the financial statements for the year ended 30 April 2015.

Results and dividends

The profit for the year, after taxation, amounted to $f_{1,877,893}$ (2014 - $f_{2,274,211}$).

During the year the company generated:

Turnover: £120,711,656 (2014 - £137,459,109) Operating profi: £1,763,684 (2014 - £2,588,173)

The directors do not recommend the payment of a dividend (2014 - £Nil).

The directors are satisfied with the company's financial performance for the year. Further information is provided in the Strategic Report.

Directors

The directors who served during the year were:

P Jones S Vincent P Ali (appointed 1 July 2015) R Daly (appointed 1 July 2015) G McPherson (resigned 3 December 2014)

No director had during the year a material interest in any contract which was significant in relation to the company's business.

Directors' responsibilities statement

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

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

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

Directors' report

For the year ended 30 April 2015

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.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.

S Vincent
Director

Date: 3/12/15

Strategic report For the year ended 30 April 2015

Introduction

The objectives of this report are to provide shareholders and other users of these statements:

- with the appropriate level of background context for these financial statements
- with an analysis of the company's past performance; and
- insight into the company's main objectives and strategies, and the principal risks it faces and how they might affect future prospects.

The Company's Objectives and Strategy

The company's objective is to be recognised as an indispensable partner to our customers and suppliers by offering innovative and class leading solutions and services.

The board seeks to deliver sustainable, responsible and profitable business growth so as to build shareholder value and offer challenging and rewarding careers for the company's employees.

The company has and continues to strive to enhance close working relationships with all of its partners and aims to deliver value added solutions in a cost effective, efficient and innovative way.

Business Review

The company's principal activities are the sale and distribution of wireless technology products, web site design and hosting solutions and fulfilment services.

In regular monitoring of financial reporting, the directors assess the company's development and performance against both prior year and forecast. The forecasts are prepared annually and are reviewed regularly for continuing appropriateness given strategic developments in the business. Key financial performance measures include gross margin by service line, profitability, trading volumes with key trading partners, overheads and working capital/cash performance in all key areas of the business.

The directors are satisfied with the company's financial performance for the year.

Financial risk management objectives and policies

The company uses various financial instruments including loans, cash, equity investments, and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below.

The main risks arising from the company's financial instruments are liquidity risk and credit risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

The company has access to undrawn committed borrowing facilities of an additional £12,724,691 (2014 - £14,443,570).

Strategic report (continued)

For the year ended 30 April 2015

Credit risk

The company's principal financial assets are cash and trade debtors. The principal credit risk arises from its trade debtors.

In order to manage credit risk the directors set limits for customers based on a combination of trading and payment history, market knowledge and third party credit references. Credit limits are reviewed by the credit manager on a regular basis in conjunction with debt ageing and collection history.

Recruitment and employee relations

The company's performance relies on the selection, development and retention of highly talented employees. Wherever possible the company attempts to promote from within in order to develop staff and create opportunities for career development.

Maintaining the quality when hiring, is ensured through utilising the company's own tools and skills in the selection and assessment process. The company maintains a preferred supplier list of agencies that can be utilised to cover peaks in workload. These are carefully selected and their outputs closely monitored to ensure there is no variation in standards.

Recruitment polices are designed to ensure equal opportunity of employment regardless of age, race or sex. Appropriate consideration is given to disabled applicants in offering employment. Good relations are maintained with employees by regular meetings within their operational teams compatible with the team's particular circumstances. Senior management are kept in formed through regular monthly or more frequent meetings as required.

Prior year adjustment

There was a prior year adjustment as set out in Note 16.

This report was approved by the board and signed on its behalf.

S Vincent Director

Date: 3/12/15



Independent auditor's report to the members of Data Select Limited

We have audited the financial statements of Data Select Limited for the year ended 30 April 2015, which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 30 April 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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



Independent auditor's report to the members of Data Select Limited

Matters on which we are required to report by exception

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

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

Andy Ka (Senior statutory auditor)

for and on behalf of Grant Thornton UK LLP

Statutory Auditor Chartered Accountants

Reading

17 December 2015

Profit and loss account For the year ended 30 April 2015

	Note	2015 £	2014 £
Turnover	2	120,711,656	137,459,109
Cost of sales		(111,462,843)	(126,899,648)
Gross profit		9,248,813	10,559,461
Distribution costs		(368,345)	(292,897)
Administrative expenses		(7,116,784)	(7,678,391)
Operating profit	. 3	1,763,684	2,588,173
Interest receivable and similar income		46	991
Interest payable and similar charges	6	(260,104)	(320,148)
Profit on ordinary activities before taxation		1,503,626	2,269,016
Tax on profit on ordinary activities	7	374,267	5,195
Profit for the financial year	15	1,877,893	2,274,211

All amounts relate to continuing operations.

The notes on pages 10 to 21 form part of these financial statements.

Statement of total recognised gains and losses For the year ended 30 April 2015

	Note	2015 £	As restated 2014
Profit for the financial year		1,877,893	2,274,211
Total recognised gains and losses relating to the year		1,877,893	2,274,211
Prior year adjustment	16	(4,216,893)	
Total gains and losses recognised since last financial statements		(2,339,000)	

The notes on pages 10 to 21 form part of these financial statements.

Balance sheet As at 30 April 2015

	Note	£	2015 £	£	As restated 2014
Fixed assets					
Tangible assets	8		2,088,116		1,986,720
Investments	9		35,971		35,971
			2,124,087		2,022,691
Current assets					
Stocks	10	6,083,524		8,648,921	
Debtors	11	29,763,000		25,640,081	
Cash at bank		29,545		4,099,773	
		35,876,069		38,388,775	
Creditors: amounts falling due within one year	12	(27,048,964)		(31,338,167)	
Net current assets	•		8,827,105		7,050,608
Total assets less current liabilities		-	10,951,192		9,073,299
Capital and reserves					
Called up share capital	14		2		2
Profit and loss account	15		10,951,190		9,073,297
Shareholders' funds	17		10,951,192		9,073,299

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

S vincen Director

Date: 3/12/15

The notes on pages 10 to 21 form part of these financial statements.

Notes to the financial statements

For the year ended 30 April 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

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

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year. The directors have reviewed the principal accounting policies and consider them to be appropriate to the company.

1.2 Going concern

The financial position of the company, its cash flows, liquidity position and borrowing facilities are described in the Directors' Report, Strategic Report and in note 12 to the accounts.

The Directors have reviewed the company's business plan and forecasts for the period to December 2016, have discussed the future renewal of banking facilities with its banking partners and evaluated relationships with key suppliers. As a result the Directors believe that the Company has adequate resources to continue operations for the foreseeable future. Accordingly, we continue to adopt the going concern basis in preparing the financial statements.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Turnover on the sale of hand sets is recognised upon delivery to the customer. In addition further revenue is recognised upon confirmation received that an appropriate network bonus is due.

1.4 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1 - 'Cash flow statements (revised 1996) '.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold improvements Computer equipment Over the life of the lease

- 15 - 33% straight line

Notes to the financial statements

For the year ended 30 April 2015

1. Accounting policies (continued)

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.7 Stocks

Stocks are valued at the lower of cost and net realisable value.

1.8 Operating leases

Rentals under operating leases, where substantially the risks and rewards of ownership remain with the lessor, are charged to the profit and loss account on a straight line basis over the lease term.

1.9 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.10 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.11 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

Notes to the financial statements

For the year ended 30 April 2015

1. Accounting policies (continued)

1.12 Financial instruments

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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2. Turnover

Turnover is attributable to one class of business as described in the report of the directors.

The analysis of turnover by geographical market has not been disclosed as the directors consider such disclosures to be seriously prejudicial to the interests of the business.

3. Operating profit

The operating profit is stated after charging/(crediting):

	2015	2014
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	379,959	300,843
Auditor's remuneration	34,280	35,700
Auditor's remuneration - non-audit	7,500	7,500
Operating lease rentals:		
- land & buildings	497,636	573,109
Difference on foreign exchange	124,579	40,276
•		

Notes to the financial statements

For the year ended 30 April 2015

4. Staff costs

Staff costs were as follows:

	2015	2014
	£	£
Wages and salaries	4,257,531	4,196,093
Social security costs	393,244	456,165
Other pension costs	37,641	10,996
	4,688,416	4,663,254

The average monthly number of employees, including the directors, during the year was as follows:

	2015	2014
	No.	No.
Sales and purchasing	50	50
Administration and other	86	73
		-
	136	123

5. Directors' remuneration

No director received any remuneration during the period (2014 - £Nil). The directors are remuneration through the parent company of the group.

6. Interest payable

	2015	2014
	£	£
On bank borrowings	260,104	320,148

Notes to the financial statements

For the year ended 30 April 2015

7. Taxation

	2015 £	2014 £
Analysis of tax charge in the year	~	~
Current tax (see note below)		
Adjustments in respect of prior periods	-	(5,195)
Deferred tax (see note 13)		
Origination and reversal of timing differences	(374,267)	-
Tax on profit on ordinary activities	(374,267)	(5,195)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.92% (2014 - 22.84%). The differences are explained below:

	2015	2014
Profit on ordinary activities before tax	£ 1,503,626	2,269,016
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.92% (2014 - 22.84%)	314,559	529,562
Effects of:		
Expenses not deductible for tax purposes (Depreciation)/capital allowances for year in excess of capital	97,176	9,522
allowances/depreciation	(20,151)	4,871
Fixed asset differences	23,953	7,215
Income not taxable for tax purposes	-	(3,373)
Adjustments to tax charge in respect of prior year	-	(5,195)
Short term timing difference leading to an increase (decrease) in		
taxation	1,594	(54,964)
Unrelieved tax losses carried forward	419,499	- 1
Utilisation of losses created by prior year adjustment	(836,630)	-
Other timing differences	-	(5,195)
Group relief	-	(487,638)
Current tax charge for the year (see note above)	<u>-</u>	(5,195)

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

Notes to the financial statements For the year ended 30 April 2015

8. Tangible fixed assets

	Leasehold improvements £	Computer equipment £	Total £
Cost			
At 1 May 2014	2,237,258	1,859,652	4,096,910
Additions	360,593	159,360	519,953
At 30 April 2015	2,597,851	2,019,012	4,616,863
Depreciation			
At 1 May 2014	542,056	1,568,134	2,110,190
Charge for the year	219,773	198,784	418,557
At 30 April 2015	761,829	1,766,918	2,528,747
Net book value			
At 30 April 2015	1,836,022	252,094	2,088,116
At 30 April 2014	1,695,202	291,518	1,986,720

Notes to the financial statements

For the year ended 30 April 2015

9. Fixed asset investments

£
35,971
35,971
35,971

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Data Select LLC	Ordinary	49%

The aggregate of the share capital and reserves as at 30 April 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Aggregate of share capital and	
reserves	Profit
£	£
927,451	753,082
	capital and reserves £

The company is considered to be a subsidiary undertaking due to the fact that it is controlled by Data Select Limited.

10. Stocks

	2015	2014
	£	£
Goods for resale	6,083,524	8,648,921

Notes to the financial statements

For the year ended 30 April 2015

11. Debtors

	2015 £	2014 £
T 1. 1.1	13,206,635	15,903,251
Trade debtors	• •	, ,
Amounts owed by group undertakings	15,357,037	8,279,609
Other debtors	80,736	453,174
Prepayments and accrued income	743,431	1,003,152
Tax recoverable	894	895
Deferred tax asset (see note 13)	374,267	-
	29,763,000	25,640,081
		

12. Creditors: Amounts falling due within one year

	27,048,964	31,338,167
Accruals and deferred income	357,870	359,771
Other creditors	218,065	1,139,788
Other taxation and social security	1,690,542	5,711,576
Amounts owed to group undertakings	2,401,006	-
Trade creditors	11,106,172	14,570,602
Bank borrowings	11,275,309	9,556,430
	£	£
	2015	2014
		As restated

The bank has assigned a fixed and floating charge over the company's assets as security against any liabilities they are owed.

13. Deferred taxation

	2015	2014
	£	£
At beginning of year	-	-
Credited during year (P&L)	374,267	-
At end of year	374,267	-
·		

Notes to the financial statements

For the year ended 30 April 2015

13. Deferred taxation (continued)

The deferred taxation balance is made up as follows:

	Accelerated capital allowances Tax losses carried forward Other short term timing differences	2015 £ (27,581) 400,324 1,524 374,267	2014 £ - - -
14.	Share capital	2015	2014
	Allowed colled up and fully paid	£	£
	Allotted, called up and fully paid 2 Ordinary shares of £1 each	2	2
	2 Ordinary shares of £1 each		
15.	Reserves		
			Profit and loss account
	At 1 May 2014 (as previously stated)		13,290,190
	Prior year adjustment (note 16)		(4,216,893)
	At 1 May 2014 (as restated)		9,073,297
	Profit for the year		1,877,893

16. Prior year adjustment

At 30 April 2015

During the year the company came to an agreement with HMRC on a matter relating to 2006. Based on legal advice no provision had previously been made. See note 15.

10,951,190

Notes to the financial statements

For the year ended 30 April 2015

17. Reconciliation of movement in shareholders' funds

	As restated
2015	2014
£	£
13,290,192	6,799,088
(4,216,893)	
9,073,299	
1,877,893	2,274,211
10,951,192	9,073,299
	£ 13,290,192 (4,216,893) 9,073,299 1,877,893

18. Contingent liabilities

There is a group banking arrangement for the companies Brandpath Group Limited, Brandpath Investments Limited and Phones International Group Limited. The company had a contingent liability of £Nil (2014 - £Nil) in respect of intra company guarantees given in connection with this arrangement.

At 30 April 2014 there was a contingent liability in respect of an ongoing dispute with HMRC which was settled in the current year. Further details are provided within note 16.

There were no other contingent liabilities at 30 April 2015.

19. Capital commitments

There were no capital commitments as at 30 April 2015 or 30 April 2014.

20. Pension commitments

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

21. Operating lease commitments

At 30 April the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2015	2014
	£	£
Expiry date:		
After more than 5 years	498,708	309,108

Notes to the financial statements

For the year ended 30 April 2015

22. Related party transactions

As a wholly owned subsidiary of Brandpath Group Limited, the company is exempt from the requirements of Financial Reporting Standard No 8 'Related Party Disclosures' to disclose transactions with other members of Brandpath Group Limited.

For nine months of the year Data Select Limited rented the Marlow property from P Jones CBE, a director of the company and sole shareholder of the ultimate parent undertaking Brandpath Group Limited. Rent charged is considered to be market rent and amounted to £458,730 (2014 - £611,646). On 1 February 2015, the property was sold to a company within the Brandpath Group.

Jessops Europe Limited is related through the common directorship of P Jones and S Vincent.

The company undertook the following transactions with related parties:

	2015	2014
	£	£
Net sales to Jessops Europe Limited	1,386,991	1,647,239
Net sales to Bladez Toyz Plc	27,607	30,950
Net sales to Wines 4 Business Limited	4,487	6,080
Net sales to Alda Capital Limited	6,463	2,885
Net sales to Farrell Apparel Limited	11,603	12,442
Net purchases from Red Letter Days Limited	(40,721)	(6,539)
Net purchases from The Peter Jones Foundation	(1,500)	(12,000)

At the balance sheet date the following amounts were due from/(owed to) related parties:

	2015 £	2014
		£
Jessops Europe Limited	-	547,979
Bladez Toyz Plc	1,438	-
Farrell Apparel Limited	-	13,090
Red Letter Days Limited	(5,958)	(5,967)
The Peter Jones Foundation	-	(1,500)

Notes to the financial statements

For the year ended 30 April 2015

23. Ultimate parent undertaking

The directors consider the immediate parent undertaking of this company is Phones International Group Limited, which is registered in England and Wales.

The directors consider that the ultimate parent undertaking of this company is PJ Investment Group Limited, which is registered in Jersey.

The largest and smallest group of undertakings for which group financial statements have been drawn up is that headed by Brandpath Group Limited.

The ultimate controlling related party of the company is P Jones CBE as a result of being the sole shareholder in the ultimate parent company PJ Investment Group Limited, which aquired the Group on 3 December 2014.