

Box Clever Technology Limited

**Directors' report and
financial statements**
Registered number 3866274
30 September 2014

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Contents

Directors' report	3
Statement of directors' responsibilities in respect of the Directors' report and financial statements	5
Independent auditor's report to the members of Box Clever Technology Limited	6
Profit and Loss account	7
Balance sheet	8
Notes	9

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 September 2014

Principal activities and business review

The principal activity of the Company is that of a holding company. The Company did not trade during the year ended 30 September 2014.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption provided from the presentation of an enhanced business review.

Box Clever Technology Limited ("BCTL") is a joint venture between Carmelite Investments Limited and Granada UK Rental & Retail Limited and was formed to consummate the merger of the Thorn and Granada TV Rental businesses in 2000.

On 24 September 2003, certain of the Company's subsidiaries were put into administrative receivership. The group headed by the Company had no other trading operations. The Company's interests in that part of the group reverted to that of an investment and, as the Company has no other material subsidiaries, these financial statements therefore present information about the Company and not its Group. The subsidiaries placed into administrative receivership on 24 September 2003 have either been dissolved or remain so at the date of this report or are in liquidation.

On 21 December 2004 Box Clever Holdings Ltd, through which the company held its investment in the Box Clever group, was put into administrative receivership and on 16 March 2010 Box Clever Holdings Ltd was dissolved.

The Company is aware that the administrative receiver of a number of the Company's former subsidiaries has sold all or substantially all of the business of those former subsidiaries to a third party, although the Company has not to date received directly any detailed confirmation of such disposal.

The Company is the principal employer of the Box Clever Technology Group Pension Scheme (the "Scheme") which in December 2014 was validated for an assessment period to enter the Pension Protection Fund. On 18 November 2009 ITV plc (the ultimate parent undertaking of Granada UK Rental & Retail Limited), Granada UK Rental & Retail Limited and ITV's subsidiaries (excluding Box Clever Technology Limited) applied for a clearance statement from the Pensions Regulator (the "Regulator") to secure comfort that the Regulator would not use its powers to issue Contribution Notices or Financial Support Directions against them in relation to the Scheme (Carmelite Investments Limited had previously applied for such a clearance statement and had been informed by the Regulator that the Regulator did not consider that it had jurisdiction in the matter).

The Regulator replied to ITV stating that it did not feel that it was appropriate to provide a clearance statement to those applicants. Subsequently, on 30 September 2011, the Regulator issued a formal warning notice to ITV and certain of its wholly owned subsidiaries, indicating the intention to seek Financial Support Directions against them. The Company was identified in the warning notice as a Directly Affected Party, but not as a party against which a Financial Support Direction might be sought.

Following a hearing in front of the Determinations Panel of the Regulator held in December 2011, the Determinations Panel of the Regulator determined on 21 December 2011 that a Financial Support Direction should be issued against ITV and certain of its wholly owned subsidiaries. ITV has lodged an appeal against that decision with the Upper Tribunal.

In ITV's Results for the year ended 31 December 2014 (published on 4 March 2015) the following passage was included in the note on Provisions:

"Other provisions of £15 million primarily relate to potential liabilities that may arise as a result of Boxclever having been placed into administrative receivership, most of which relate to pension arrangements. In 2011 the Determinations Panel of The Pensions Regulator determined that Financial Support Directions ('FSDs') should be issued against certain companies within the Group in relation to the Boxclever pension scheme. The Group immediately referred this decision to the Upper Tribunal (thereby effectively appealing it). An FSD would require the Company to put in place financial support for the Boxclever scheme, however, it cannot be issued during the period of the reference. The

reference process is ongoing and aside from procedural issues there were no substantive case developments in the period. The Directors have obtained leading counsel's opinion and extensive legal advice in connection with the proceedings and continue to believe that the provision held is appropriate."

No Financial Support Direction was sought, or issued, against the Company and the Company is not a party to the appeal proceedings in the Upper Tribunal.

Going concern

These accounts have not been prepared on a going concern basis. The effect of this is explained in note 1 to the financial statements.

Proposed dividend

No dividends were paid or proposed during the year (2013 £nil)

Directors

The directors who held office during the year were as follows
JBS Tibbitts
AD Gurnham

Political and charitable donations

The Company made no political or charitable donations during the year.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the board



J B StJ Tibbitts
Director

Registered Office.
5 New Street Square
London
EC4A 3TW

13 March 2015

Registered Number 3866274

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 results of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business (as explained in note 1 to the financial statements, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis)

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Box Clever Technology Limited

We have audited the financial statements of Box Clever Technology Limited for the year ended 30 September 2014 set out on pages 7 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practices). These financial statements have not been prepared on a going concern basis for the reason set out in note 1 to the financial statements.

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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 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 web-site 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 September 2014 and of its results for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Mark Summerfield (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
15 Canada Square
London E14 5GL

24 MARCH 2015

Profit and loss account

For the year ended 30 September 2014

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss.

Balance sheet
at 30 September 2014

	<i>Note</i>	2014 £000	2013 £000
Fixed assets			
Investments	3	-	-
		<hr/>	<hr/>
		-	-
Current assets			
Debtors	4	-	-
		<hr/>	<hr/>
Net assets		-	-
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	5	2,000	2,000
Share premium	6	8,000	8,000
Profit and loss account	6	(10,000)	(10,000)
		<hr/>	<hr/>
Shareholders' Funds	7	-	-
		<hr/>	<hr/>

These financial statements were approved by the Board of Directors and were authorised for issue on 13 March 2015 and were signed on its behalf by



J B StJ Tibbitts
Director

Registered number: 3866274

Notes
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

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

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it meets the definition of a small company under the Companies Act 2006

Going concern

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss. At this time, the Company is not expected to generate income and incur expenses in the future, therefore, these accounts have not been prepared on a going concern basis. Given that the Company does not have assets on its Balance Sheet, there is no accounting impact on the financial statements, which would normally include reflecting all assets at their estimated recoverable amount. Furthermore, the Company has no obligations which need to be provided for as at 30 September 2014.

Basis of non-consolidation

Under section 405 of the Companies Act 2006 a subsidiary undertaking may be excluded from consolidation if its inclusion is not material for the purpose of giving a true and fair view. As at 30 September 2014, other than the subsidiaries in liquidation or within administrative receivership (and excluded from consolidation under section 400 of the Companies Act 2006) all remaining subsidiaries are not material.

As a result, the Company is exempt from the requirement to prepare consolidated accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

Incidental expenses

Incidental expenses of the Company, such as audit fees, have been borne by the joint venture parent undertakings.

2 Directors' emoluments and employee information

None of the directors received any fees or emoluments for their services to the Company during the year (2013 nil).

There were no employees of the Company during the year (2013 nil).

Notes (continued)

3 Investments

<i>Cost</i>	£
At 1 October 2013 and 30 September 2014	4
<i>Provisions</i>	
At 1 October 2013 and 30 September 2014	(2)
<i>Net book value</i>	
At 1 October 2013 and 30 September 2014	2

The Company directly holds the following investments in subsidiary undertakings at 30 September 2014

- One £1 ordinary share in Box Clever Trustees Limited (Trustee to Boxclever Group Pension Scheme) representing 100% of the issued share capital of that entity,
- One £1 IPT share in UK Consumer Electronics Limited (in liquidation) (representing less than 1% of the issued share capital) and one £1 IPT share in TUK Holdings Limited (representing less than 1% of the issued share capital)

The Company's immediate subsidiary, Box Clever Holdings Limited, ('BCHL') (a party to a debenture relating to the borrowings of Box Clever Finance Limited, ('BCFL'), (the subsidiary of BCHL) was placed into administrative receivership on 21 December 2004 and was formally dissolved on 16 March 2010

On 24 September 2003 BCFL, and certain of its subsidiaries (including UK Consumer Electronics Limited which has subsequently on 10 November 2014 been placed into liquidation), were put into administrative receivership and these companies have either been dissolved or placed into liquidation or remain in receivership as at 30 September 2014

4 Debtors

	2014 £000	2013 £000
<i>Amounts owed by subsidiary undertakings</i>	-	-

Gross debt of £10,000,000 due from BCFL has been provided for in full following the appointment of administrative receivers on 24 September 2003

Notes (continued)

5 Called up share capital

At 30 September 2013 and 30 September 2014

	£
<i>Allotted, called up and fully paid</i>	
2 IPT shares of £1 each	2
1,000,000 A Ordinary shares of £1 each	1,000,000
1,000,000 B Ordinary shares of £1 each	1,000,000
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The holders of the IPT shares (Granada UK Rental & Retail Limited and Carmelite Investments Limited) would be entitled, in priority to the holders of any other shares in the Company, to receive out of the profits of the Company available for distribution a dividend equal to the amount of any IPT (insurance premium tax) litigation proceeds received by the Company to the extent that it can be paid as a lawful dividend. Other than this, the IPT share has no rights to participate in profits and assets of the Company.

The holders of the IPT shares are not entitled to receive notice of or to attend or vote at any general meeting of the Company.

On a winding-up, the holder of the IPT share is entitled to, in priority to any other class of share, receive an amount equal to the amount paid up on the share, together with an amount equal to any dividend which may have become payable at that date.

6 Reserves

	Share capital £000	Share premium £000	Profit & loss account £000	Total £000
At 1 October 2013	2,000	8,000	(10,000)	-
Result for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 September 2014	2,000	8,000	(10,000)	-
	<hr/>	<hr/>	<hr/>	<hr/>

Notes (continued)

7 Reconciliation of movements in shareholders' funds

	2014 £000	2013 £000
Opening shareholders' funds	-	-
Result for the year	-	-
	<hr/>	<hr/>
Closing shareholders' funds	-	-
	<hr/>	<hr/>

8 Contingent liabilities

Under the Boxclever group VAT Group Registration, the Company is jointly and severally liable for VAT due by other Boxclever group companies. As at 30 September 2014 this amounted to £nil (2013 £nil)

The Company is the principal employer of the Box Clever Technology Group Pension Scheme (the "Scheme") which in December 2014 was validated for an assessment period to enter the Pension Protection Fund. On 18 November 2009 ITV plc (the ultimate parent undertaking of Granada UK Rental & Retail Limited), Granada UK Rental & Retail Limited and ITV's subsidiaries (excluding Box Clever Technology Limited) applied for a clearance statement from the Pensions Regulator (the "Regulator") to secure comfort that the Regulator would not use its powers to issue Contribution Notices or Financial Support Directions against them in relation to the Scheme (Carmelite Investments Limited had previously applied for such a clearance statement and had been informed by the Regulator that the Regulator did not consider that it had jurisdiction in the matter).

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No Financial Support Direction was sought, or issued, against the Company and the Company is not a party to the appeal proceedings in the Upper Tribunal.

9 Joint venture shareholders

The Company is a joint venture between Carmelite Investments Limited and Granada UK Rental & Retail Limited. The directors regard Tusk Investments LP Inc (formerly Pensions Corporation Investments LP Inc), a Guernsey incorporated limited partnership, as the ultimate parent undertaking of Carmelite Investments Limited. ITV plc, a company incorporated and registered in England and Wales, is the ultimate parent undertaking of Granada UK Rental & Retail Limited.