

Registered Number 04090218

BMB Group Limited
Annual report and financial statements
for the year ended 31 January 2015



BMB Group Limited

Annual report and financial statements for the year ended 31 January 2015

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Directors' report for the year ended 31 January 2015

The directors present their annual report and the audited financial statements of the company for the year ended 31 January 2015. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activities and review of the business

The principal activity of the company is the holding of investments in the trading companies of BMB Clothing Limited. These investments comprise of 100% of the issued share capital. The value of the investment carried in the balance sheet is £44,000 (2014: £44,000) and in the directors' opinion the investments are not worth less than the amounts stated above. The balance sheet is set out on page 7.

The result for the financial year was a loss of £5,000 (2014: £nil). The profit and loss account is set out on page 6.

The principal risks and uncertainties are included in the consolidated group financial statements of Baird Group (Holdings) Limited.

The directors consider that the year end financial position was satisfactory given the activity of the company, and the value of the investments is supported by their future trading plans.

Directors

The directors that held office during the year and up to the date of signing the financial statements are given below:

Mark Cotter
Mohamed Khalifa
Moustafa ELMorsy (resigned 16 April 2014)
Mohamed AE Morsy (appointed 16 April 2014)
Hala Hashem

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act. The indemnity was in force throughout the last financial year and is currently in force. The company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

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Directors' report for the year ended 31 January 2015 (continued)

Statement of directors' responsibilities

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 the directors have prepared 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.

Going concern

The company has net liabilities of £3,754,000 (2014: £3,749,000) however the directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Al Arafa for Investments and Consultancies SAE. The directors have received written confirmation that Al Arafa for Investments and Consultancies SAE intend to support the company for at least one year after these financial statements are signed.

Disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware and the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

On behalf of the Board

Mark Cotter
Director

27 April 2015

Independent auditors' report to the members of BMB Group Limited

Report on the financial statements

Our opinion

In our opinion, BMB Group Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 January 2015 and of its loss 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.
-

What we have audited

BMB Group Limited's financial statements comprise:

- the balance sheet as at 31 January 2015;
- the profit and loss account for the year then ended;
- the reconciliation of movements in shareholders' funds for the year then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

- Under the Companies Act 2006 we are required to report to you if, in our opinion:
- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of BMB Group Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities 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.

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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.



Randal Casson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
27 April 2015

BMB Group Limited

Profit and loss account for the year ended 31 January 2015

	Note	Year ended 31 January 2015 £'000	Year ended 1 February 2014 £'000
Administrative expenses		(5)	-
Operating (loss)/result	1	(5)	-
(Loss)/result on ordinary activities before taxation		(5)	-
Tax on (loss)/result on ordinary activities	4	-	-
(Loss)/result for the financial year	10	(5)	-

All items dealt with in arriving at operating loss above relate to continuing operations.

The company has no recognised gains and losses other than the loss/result above and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the (loss)/result on ordinary activities before taxation and the (loss)/result for the financial years stated above and their historical cost equivalents.

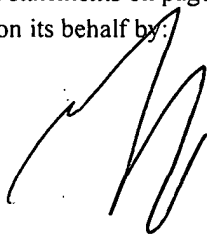
BMB Group Limited

Balance sheet as at 31 January 2015

	Note	31 January 2015 £'000	1 February 2014 £'000
Fixed assets			
Investments	5	44	44
		44	44
Current assets			
Debtors	6	209	209
Cash at bank and in hand		-	7
		209	216
Creditors - amounts falling due within one year	7	(4,007)	(4,009)
Net current liabilities		(3,798)	(3,793)
Total assets less current liabilities		(3,754)	(3,749)
Net liabilities		(3,754)	(3,749)
Capital and reserves			
Called up share capital	8	1	1
Profit and loss account	9	(3,755)	(3,750)
Total shareholders' deficit	10	(3,754)	(3,749)

The financial statements on pages 6 to 14 were approved by the board of directors on 27 April 2015 and were signed on its behalf by:

Mark Cotter
Director



BMB Group Limited
Registered Number 04090218

BMB Group Limited

Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The company has net liabilities of £3,754,000 (2014: £3,749,000) however the directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Al Arafa for Investments and Consultancies SAE. The directors have received written confirmation that Al Arafa for Investments and Consultancies SAE intend to support the company for at least one year after these financial statements are signed.

Cash flow statement

The company has taken advantage of the exemption in FRS 1 "Cash flow statements" from the requirement to present a cash flow statement on the grounds that it is a small company.

Investments in subsidiary undertakings

The cost of investments in subsidiary undertakings is recorded as cash paid and any further costs connected with the acquisition. Provision is made where necessary to reduce the carrying value of an investment to its estimated recoverable amount where in the opinion of the directors there has been impairment.

Borrowings

All borrowings are initially stated at the fair value of the consideration received after deduction of issue costs. Issue costs together with finance costs are charged to the profit and loss account on a straight line basis over the term of the borrowings.

Taxation and deferred taxation

The charge for taxation is based on the results for the financial year. In accordance with FRS 19, deferred taxation has been recognised as a liability or asset if transactions have occurred by the balance sheet date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

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Accounting policies (continued)

Consolidation

The company is a wholly owned subsidiary of Baird Group (Holdings) Limited, a company registered in England and Wales, and thus under section 400 of the Companies Act 2006 is exempt from producing consolidated financial statements.

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Notes to the financial statements for the year ended 31 January 2015

1 Operating (loss)/result

During the year ended 31 January 2015 and the year ended 1 February 2014, fees in relation to services provided by the company's auditor for audit and tax services have been borne by BMB Clothing Limited, a subsidiary of BMB Group Limited, on behalf of the company.

2 Directors' emoluments

All directors are also directors of Baird Group (Holdings) Limited, an intermediate parent undertaking of the company and do not receive emoluments in respect of their services to this company. Their emoluments in respect of the group are disclosed in the financial statements of Baird Group (Holdings) Limited.

3 Employee costs

The company has no employees (2014: nil).

4 Tax on (loss)/result on ordinary activities

The tax assessed for the year is different (2014: equal) from the standard rate of corporation tax in the UK of 21.3% (2014: 23.2%). The differences are explained below:

	Year ended 31 January 2015 £'000	Year ended 1 February 2014 £'000
(Loss)/result on ordinary activities before tax	(5)	-
(Loss)/result on ordinary activities multiplied by the standard rate in the UK 21.3% (2014: 23.2%)	(1)	-
Effects of:		
Current year tax losses not utilised	1	-
Tax on (loss)/result of ordinary activities	-	-

The standard rate of corporation tax in the UK changed from 23% to 21% with effect from 1 April 2014. Accordingly the company's profits for this period are taxed at an effective rate of 21.3% (2014: 23.2%). With effect from the 1 April 2015 the standard rate of corporation tax will be reduced to 20%.

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The company did not recognise deferred income tax assets in respect of losses that can be carried forward against future taxable income of £2,082,000 (2014: 2,072,000).

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Notes to the financial statements for the year ended 31 January 2015 (continued)

5 Investments

Fixed asset investments

Investments represent the cost of investments in subsidiary companies as follows:

			Shares in group undertakings £'000
At 1 February 2014 and at 31 January 2015			44
Name of undertaking	Country of incorporation and operation	Principal activity	Proportion of ordinary issued shares held
Shares in group undertakings:			Company %
BMB Clothing Limited	England and Wales	Concession retailer and wholesaler	100%
Addison & Steele Tailoring Limited	England and Wales	Dormant	100%
Racing Green Apparel Limited (formerly BMB Retail Limited)	England and Wales	Dormant	100%
Alexandre London Inc	USA	Concession retailer	-
Worth Valley Menswear Limited	England and Wales	Dormant	-
Alexandre of England 1988 Limited	England and Wales	Dormant	-

The directors believe that the carrying value of the investments is supported by their future trading plans.

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Notes to the financial statements for the year ended 31 January 2015 (continued)

6 Debtors

	31 January 2015 £'000	1 February 2014 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	209	209

7 Creditors: amounts falling due within one year

	31 January 2015 £'000	1 February 2014 £'000
Amounts owed to group undertakings	4,007	3,350
Accruals and deferred income	-	659
	4,007	4,009

Amounts owed to group undertakings are interest free, unsecured and have no fixed date of repayment.

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Notes to the financial statements for the year ended 31 January 2015 (continued)

8 Called up share capital

	31 January 2015 Number	31 January 2015 £	1 February 2014 Number	1 February 2014 £
Authorised				
A ordinary shares of 1p each	45,120	451	45,120	451
B ordinary shares of 1p each	54,880	549	54,880	549
Unclassified shares of 1p each	12,000	120	12,000	120
	112,000	1,120	112,000	1,120
Allotted, called up and fully paid				
A ordinary shares of 1p each	33,187	332	33,187	332
B ordinary shares of 1p each	49,743	497	49,743	497
	82,930	829	82,930	829

Both classes of shares rank pari passu in all respects except that the holders of A shares have the pre-emption right to purchase any other shares in the company that the holder thereof may wish to dispose of. Shares disposed of by a holder of A shares are subsequently converted to B shares.

9 Reserves

	Profit and loss account £'000
At 2 February 2014	(3,750)
Loss for the financial year	(5)
At 31 January 2015	(3,755)

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Notes to the financial statements for the year ended 31 January 2015 (continued)

10 Reconciliation of movements in shareholders' deficit

	31 January 2015 £'000	1 February 2014 £'000
(Loss)/result for the financial year	(5)	-
Opening shareholders' deficit	(3,749)	(3,749)
Closing shareholders' deficit	(3,754)	(3,749)

11 Related party transactions

The company is exempt under the terms of FRS8 from disclosing related party transactions with entities that are part of the Baird Group (Holdings) Limited. Details of related party transactions are disclosed in the financial statements of Baird Group (Holdings) Limited.

12 Contingent liabilities

At 31 January 2015 the company had £nil contingent liabilities (1 February 2014: £nil).

The company is a participant in a group banking arrangement and has given cross-guarantees which created fixed and floating charges over all the assets of the company. As at 31 January 2015 the maximum liability under this arrangement was £12,899,000 (1 February 2014: £10,288,000).

13 Ultimate parent undertaking

The immediate parent undertaking is Baird Group Limited, a company incorporated in England and Wales. Baird Group (Holdings) Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of Baird Group (Holdings) Limited can be obtained from the company secretary at Granary Building, 1 Canal Wharf, Leeds, LS11 5BB.

At 31 January 2015, the ultimate parent company, which is also the parent for the largest group of undertakings for which the group financial statements are drawn up for and of which the company is a member, was Al Arafa for Investments and Consultancies SAE, a company incorporated in Egypt.

Copies of the group financial statements may be obtained from Al Arafa for Investments and Consultancies SAE, c/o Swiss Garment Company, 10th Ramadan City, 3rd Industrial Zone A1, Egypt.