

**Maplin Electronics (Holdings) Limited**

**Directors' report and financial  
statements**

Registered number 04220419

52 weeks ended 19 March 2016

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<b>Contents</b>	<b>Page</b>
Directors and company information	1
Strategic report	2
Directors' report	3
Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements	4
Independent auditor's report to the members of Maplin Electronics (Holdings) Limited	5
Profit and loss account and other comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

## **Directors and company information**

### **Directors**

J B Cleland  
O J Meakin  
N A McGowan  
P Brigden  
G Harris  
L A Dunsmuir  
S Fitzpatrick

### **Bankers**

Investec Bank plc  
2 Gresham Street  
London  
EC2V 7QP

Lloyds Banking Group  
14 Church Street  
Sheffield  
S1 1HT

### **Auditor**

KPMG LLP  
1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA

### **Registered office**

Brookfields Way  
Manvers  
Wath-upon-Deane  
Rotherham  
South Yorkshire  
S63 5DL

## Strategic report

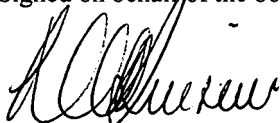
### Principal activities

Maplin Electronics (Holdings) Limited is an intermediate holding company. The subsidiary predominantly trades as a retailer of electronic goods.

### Business review

During the period the Company has operated as a non-trading intermediate holding company. There have been no transactions in the period. During the prior period an intercompany loan rationalisation took place, resulting in the receipt of a dividend in specie from Maplin Electronics Limited in the form of a receivable due from the Company's immediate parent and the subsequent release of the receivable due by way of a deed.

Signed on behalf of the board



**L A Dunsmuir**  
*Director*

Brookfields Way  
Manvers  
Wath-upon-Deane  
Rotherham  
South Yorkshire  
S63 5DL

21 June 2016

## Directors' report

The directors present their annual report and the audited financial statements for the 52 weeks ended 19 March 2016. These are the Company's first financial statements prepared in accordance with FRS 102. In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

### Directors and directors' interests

The directors who held office during the period and up to the date of signing this report were as follows:

J B Cleland	
O J Meakin	
N A McGowan	
P Brigden	
G Harris	(appointed 11 June 2015)
L A Dunsmuir	(appointed 28 September 2015)
S Fitzpatrick	(appointed 28 September 2015)

None of the directors had any interest in the shares of the Company.

The Company is a wholly owned subsidiary of Maplin Electronics Group (Holdings) Limited. All the directors are directors of MEL Topco Limited and their interests in its share capital are disclosed in the accounts of that company.

### Dividends

The Directors do not recommend payment of a dividend (*2015: a dividend in specie of £149m was received from Maplin Electronics Limited*).

### Political contributions

The Company made no political contributions during the period (*2015: £nil*).

### Disclosure of information to auditor

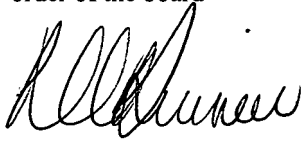
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself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

## **Directors' report** *(continued)*

### **Auditor**

In accordance with Section 487 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



**L A Dunsmuir**  
*Director*

Brookfields Way  
Manvers  
Wath-upon-Deane  
Rotherham  
South Yorkshire  
S63 5DL

21 June 2016

## **Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements**

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions 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



## KPMG LLP

1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA  
United Kingdom

### **Independent auditor's report to the members of Maplin Electronics (Holdings) Limited**

We have audited the financial statements of Maplin Electronics (Holdings) Limited for the 52 week period ended 19 March 2016 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 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). 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](http://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 19 March 2016 and of its result for the period 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 Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.



**Independent auditor's report to the members of Maplin Electronics (Holdings) Limited (*continued*)**

**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.



**Claire Needham (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*  
1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA

*24 June* 2016

**Profit and loss account and other comprehensive income**  
*for the 52 weeks ended 19 March 2016*

	<i>Notes</i>	<b>52 weeks ended 19 March 2016 £'000</b>	<b>52 weeks ended 21 March 2015 £'000</b>
<b>Operating profit</b>	2	-	-
Income from shares in group undertakings		-	149,193
Release of intercompany receivable	2	-	(149,193)
		<hr/>	<hr/>
<b>Result on ordinary activities before taxation</b>		-	-
Tax on result on ordinary activities		-	-
		<hr/>	<hr/>
<b>Result for the financial period</b>		-	-
		<hr/>	<hr/>

There were no items in the current or prior period taken to other comprehensive income.

The result for the financial period is derived entirely from continuing operations.

The notes on pages 10 to 15 form part of the financial statements.

**Balance sheet**  
*at 19 March 2016*

	<i>Note</i>	<b>19 March 2016</b>		<b>21 March 2015</b>	
		<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Fixed assets</b>					
Investments	4		34,078		34,078
<b>Current assets</b>					
Debtors	5	3,792		3,792	
<b>Creditors: amounts falling due within one year</b>	6	(34,137)		(34,137)	
<b>Net current liabilities</b>			(30,345)		(30,345)
<b>Net assets</b>			3,733		3,733
<b>Capital and reserves</b>					
Called up share capital	7		17		17
Share premium account			1,063		1,063
Profit and loss account			2,653		2,653
<b>Shareholders' funds</b>			3,733		3,733

The notes on pages 10 to 15 form part of the financial statements.

These financial statements were approved by the board of directors on 21 June 2016 and were signed on its behalf by:



**L A Dunsmuir**  
*Director*

Registered number: 04220419

**Statement of changes in equity**  
*for the 52 weeks ended 19 March 2016*

	Called up share capital £'000	Share premium £'000	Profit and loss account £'000	Total equity £'000
Balance at 23 March 2014	17	1,063	2,653	3,733
<b>Total comprehensive income for the period</b>				
Profit or loss	-	-	-	-
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Transactions with owners, recorded directly in equity				
Dividends	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total contributions by and distributions to owners	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance at 21 March 2015</b>	<b>17</b>	<b>1,063</b>	<b>2,653</b>	<b>3,733</b>
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	Called up share capital £'000	Share premium £'000	Profit and loss account £'000	Total equity £'000
Balance at 22 March 2015	17	1,063	2,653	3,733
<b>Total comprehensive income for the period</b>				
Profit or loss	-	-	-	-
Other comprehensive income	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Transactions with owners, recorded directly in equity	-	-	-	-
Dividends	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total contributions by and distributions to owners	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance at 19 March 2016</b>	<b>17</b>	<b>1,063</b>	<b>2,653</b>	<b>3,733</b>
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The notes on pages 10 to 15 form part of the financial statements.

## Notes to the financial statements (forming part of the financial statements)

### 1 Accounting policies

Maplin Electronics (Holdings) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's ultimate parent undertaking, MEL Topco Limited includes the Company in its consolidated financial statements. The consolidated financial statements of MEL Topco Limited are available to the public and may be obtained from Brookfields Way, Manvers, Wath-upon-Deane, Rotherham, South Yorkshire, S63 5DL. 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 FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of MEL Topco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *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 accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis. There are no areas of significant accounting judgement.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.2 Going concern

The Directors consider it appropriate to prepare these financial statements on a going concern basis, notwithstanding the net current liabilities position of the Company of £30.3m. Having reviewed the Group's (consisting of MEL Topco Limited and its subsidiaries) cash position, cash flow forecasts and analysis of the banking covenants ruling the Group's revolving credit facility, the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The group is cash generative at an operating activities level. The Company owes £34.1m to group undertakings, due in less than one year, and the Directors do not consider settlement will be requested should the Company have insufficient funds. At 19 March 2016 the Group showed a net cash in hand position of £8.6m.

Based upon the forecasts for the next year, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the MEL Topco Limited group to continue as a going concern or its ability to continue with the current banking arrangements.

#### 1.3 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### 1.4 Basic financial instruments

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

##### *Investments in preference and ordinary shares*

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.4 Basic financial instruments (continued)

##### *Investments in subsidiaries, jointly controlled entities and associates*

These are separate financial statements of the Company. Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment.

#### 1.5 Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### 1.6 Provisions

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

## Notes (continued)

### 2 Expenses and auditor's remuneration

	52 weeks ended 19 March 2016 £'000	52 weeks ended 21 March 2015 £'000
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Auditor remuneration:		
-audit	4	2
Release of intercompany receivable	-	149,193
	<hr/>	<hr/>

Auditor remuneration was borne by another group company. The allocated audit fee was £4,000 (2015: £2,000).

#### *Release of intercompany receivable*

In the prior period, as part of a group wide intercompany rationalisation exercise, a deed of release was executed in respect of another group company's obligation to repay £149,193,578 to the Company.

### 3 Remuneration of directors

The directors, listed on page 3, were the only employees of the Company during the period. The directors received no remuneration for their services to the Company for the 52 weeks ended 19 March 2016 (2015: £nil).



## Notes (continued)

### 4 Fixed asset investments

	Shares in group undertaking £'000
At 21 March 2015 and 19 March 2016	34,078

The Company has the following investments in subsidiaries:

	Country of incorporation	Principal activity	Class and percentage of shares held
<i><b>Subsidiary undertakings</b></i>			
Maplin Electronics Limited	England	Retail and Mail Order Electronics	100% ordinary shares

### 5 Debtors

	19 March 2016 £'000	21 March 2015 £'000
Amounts owed by group undertakings	3,792	3,792

Amounts owed by group undertakings are repayable on demand. No interest was charged on amounts owed by group undertakings during the period (2015: £nil).

### 6 Creditors: amounts falling due within one year

	19 March 2016 £'000	21 March 2015 £'000
Amounts owed to group undertakings	34,137	34,137

Amounts owed to group undertakings are repayable on demand. No interest was due on amounts owed to group undertakings during the period (2015: £nil).

## Notes (continued)

### 7 Called up share capital

	19 March 2016		21 March 2015	
	No	£'000	No	£'000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £0.01 each	1,044,387	10	1,044,387	10
7% cumulative preferred ordinary shares of £0.01 each	400,000	4	400,000	4
6% cumulative preferred ordinary shares of £0.01 each	300,000	3	300,000	3
	<u>1,744,387</u>	<u>17</u>	<u>1,744,387</u>	<u>17</u>

The preferred ordinary shares may attract additional dividends related to profit before interest and tax in accordance with formulae provided in the Articles of Association.

On a winding up the preference shares would rank before any other class of shares and would be entitled to the subscription price together with a sum equal to any arrears calculated to the date of return of any capital. Preference shareholders shall be entitled to attend but not to vote at general meetings of the Company.

Following the adoption of FRS 102 the Company has not recognised separately the debt component of the cumulative preference shares as liabilities on the grounds of insignificance.

### 8 Ultimate parent company

The directors consider that the ultimate controlling party is Rutland Partners LLP as a result of the size of their shareholding in MEL Topco Limited.

The Company is a subsidiary undertaking of Maplin Electronics Group (Holdings) Limited.

The smallest and largest group in which the results of the Company are consolidated is that headed by MEL Topco Limited. The consolidated accounts of this Company are available to the public from the registered office.

### 9 Explanation of transition to FRS 102 from old UK GAAP

No adjustments arose on the transition from old UK GAAP to FRS 102.