Registered number: 02645657

# **PARAGON ELECTRONICS LIMITED**

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018



### **COMPANY INFORMATION**

**Directors** C M Johnson

S J Dabson

Company secretary S J Dabson

Registered number 02645657

Registered office Paragon House

Wolseley Road Kempston Bedford Bedfordshire MK42 7UP

Independent auditor Mazars LLP

Chartered Accountants & Statutory Auditor

The Pinnacle

160 Midsummer Boulevard

Milton Keynes MK9 1FF

Bankers Barclays Bank plc

111 High Street

Bedford MK40 1NJ

**Solicitors** Shoosmiths

Witan Gate Witan Gate House

500-600 Witan Gate West

Milton Keynes MK9 1BA

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# DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present their report and the financial statements for the year ended 30 September 2018.

#### **Directors**

The directors who served during the year were:

C M Johnson S J Dabson

#### Directors' responsibilities statement

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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements and then apply them consistently;
- make judgments 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 to 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 the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the 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.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

#### **Auditor**

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

# Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on

1 8 APR 2019

and signed on its behalf.

**S J Dabson** Director

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PARAGON ELECTRONICS LIMITED

#### **Opinion**

We have audited the financial statements of Paragon Electronics Limited (the 'Company') for the year ended 30 September 2018 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2018 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.

# **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors' have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PARAGON ELECTRONICS LIMITED

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' Report have been prepared in accordance with applicable legal requirements.

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

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' Report.

We have nothing to report in respect of the following matters in relation to which 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 in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PARAGON ELECTRONICS LIMITED

#### Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors' determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

# Use of the audit report

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

Stephen Eames (Seniør statutory auditor)

for and on behalf of

Mazars LLP
Chartered Accountants and Statutory Auditor
The Pinnacle
160 Midsummer Boulevard
Milton Keynes
MK9 1FF

Date: 24 April 2019

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2018

		2018	2017
	Note	£	£
Turnover		180,000	180,000
Gross profit	•	180,000	180,000
Administrative expenses		(162,393)	(174,395)
Operating profit	•	17,607	5,605
Tax on profit	7	(3,345)	(1,092)
Profit for the financial year	•	14,262	4,513
		=	

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2018 (2017: £NIL).

The notes on pages 9 to 16 form part of these financial statements.

# PARAGON ELECTRONICS LIMITED REGISTERED NUMBER: 02645657

# BALANCE SHEET AS AT 30 SEPTEMBER 2018

	Note		2018 £		2017 £
Fixed assets					
Investments	8		1,829,063		1,829,063
		·	1,829,063	·	1,829,063
Current assets					
Debtors: amounts falling due within one year	9	1,048,009		1,970,522	
Cash at bank and in hand	10	4,375		5,569	
		1,052,384	•	1,976,091	
Creditors: amounts falling due within one year	11	(2,668,198)		(3,606,167)	
Net current liabilities		<u> </u>	(1,615,814)		(1,630,076)
Total assets less current liabilities		•	213,249	•	198,987
Net assets		•	213,249	•	198,987
Capital and reserves					
Called up share capital	12		52,458		52,458
Share premium account	13		137,265		137,265
Profit and loss account	13		23,526		9,264
		•	213,249	•	198,987

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

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

18 APR 2019

S J Dabson Director

The notes on pages 9 to 16 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 October 2016	52,458	137,265	4,751	194,474
Comprehensive income for the year Profit for the year	-	-	4,513	4,513
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	4,513	4,513
At 1 October 2017	52,458	137,265	9,264	198,987
Comprehensive income for the year Profit for the year	-	-	14,262	14,262
Other comprehensive income for the year	-	-		-
Total comprehensive income for the year	-	-	14,262	14,262
At 30 September 2018	52,458	137,265	23,526	213,249

The notes on pages 9 to 16 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

#### 1. General information

Paragon Electronics Limited (the "Company") is a private company limited by shares, incorporated in England and Wales. The address of its registered office and principal place of business is Paragon House, Wolseley Road, Kempston, Bedford, MK42 7UP. Company number 02645657.

The principal activity of the Company is that of a holding company.

These financial statements have been presented in Pound Sterling as this is the currency of the primary economic environment in which the Company operates.

Monetary amounts in these financial statements have been rounded to the nearest £.

# 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company is itself a subsidiary company and is therefore exempt from the requirement to prepare group financial statements 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 preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Alcaeus Holdings Limited as at 30 September 2018 and these financial statements may be obtained from Paragon House, Wolseley Road, Kempston, Bedford, MK42 7UP.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

#### 2. Accounting policies (continued)

#### 2.3 Going concern

The directors have considered the budgets and cashflow forecasts for the company and confirmed that the company will be able to meet its liabilities as they fall due and so the financial statements have been prepared on a going concern basis.

#### 2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

### 2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

#### 2. Accounting policies (continued)

#### 2.8 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.10 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

#### 2. Accounting policies (continued)

#### 2.11 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

#### 2.12 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

# 3. Judgements in applying accounting policies and key sources of estimation uncertainty

In applying the Company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revisions affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The key estimates and assumptions made in these accounts are:

Bad debts are provided for on a specific basis, based on management's best estimate of the recoverable amounts.

Investment valuations require management estimation to determine the valuations. Fixed asset investments are carried at cost less provisions for any permanent diminution determined by management.

#### 4. Auditor's remuneration

	2018 £	2017 £
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	4,750	4,500
Fees payable to the Company's auditor in respect of:		
All other services	4,048	3,471

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

### 5. Employees

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

		2018 No.	2017 No.
	Management	2	2
6.	Directors' remuneration		
		2018 £	2017 £
	Directors' emoluments	140,004	145,173
7.	Taxation		
		2018 £	2017 £
	Corporation tax		
	Current tax on profits for the year	3,345	1,092

# Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2017 - 19.5%).

# Factors that may affect future tax charges

In the Finance Act 2016 further changes to the future rates of Corporation tax were enacted on 15 September 2016.

Under this legislation, the rate of Corporation tax was reduced from 20% to 19% from April 2017, and further reduced to 17% from April 2020.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

8.	Fixed asset investments	
		Investments in subsidiary companies £
	Cost or valuation At 1 October 2017	1,829,063
	At 30 September 2018	1,829,063
	Net book value	
	At 30 September 2018	1,829,063
	At 30 September 2017	1,829,063
9.	Debtors	
	201	8 2017 £ £
	Amounts owed by group undertakings 64,33	8 1,304,760
	Other debtors 983,67	1 665,762
	1,048,00	9 1,970,522
	Amounts owed by group undertakings are unsecured, interest free and repayable on dem	nand.
10.	Cash and cash equivalents	
	201	8 2017 £ £
	Cash at bank and in hand 4,37	5 5,569

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

### 11. Creditors: Amounts falling due within one year

2018 £	2017 £
2,571,737	3,511,479
3,344	1,092
7,177	6,810
85,940	86,786
2,668,198	3,606,167
	£ 2,571,737 3,344 7,177 85,940

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

### 12. Share capital

	2018 £	2017 £
Shares classified as equity		
Allotted, called up and fully paid		
45,002 Ordinary A shares of £1 each	45,002	45,002
7,456 Ordinary B shares of £1 each	7,456	7,456
	52,458	52,458

The Company has two classes of ordinary shares, which carry voting rights but no right to fixed income.

#### 13. Reserves

#### Share premium account

Share premium represents the difference between the nominal value of shares and the amount paid on issue.

# **Profit and loss account**

This reserve represents the cumulative profits and losses of the company after the payment of dividends.

# 14. Related party transactions

The Company has taken advantage of the exemption available in accordance within Section 33 'Related party disclosure' of FRS 102 not to disclose transactions entered into between two or more members of a group that are wholly owned.

During the year the Company paid directors loans to C Johnson of £264,430 (2017: £437,494). The balance owed by C Johnson at the year end is £701,924 (2017: £437,494) which is included in other debtors. The maximum outstanding during the year was £701,924 (2017: £437,494).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

# 15. Controlling party

Alcaeus Holdings Limited, a Company incorporated in England and Wales, is the ultimate parent company of Paragon Electronics Limited.

At 30 September 2018, C M Johnson was considered the ultimate controlling party of Alcaeus Holdings Limited by virtue of his shareholdings.

The largest group in which the results of the Company are consolidated is that headed by Alcaeus Holdings Limited. The consolidated accounts of Alcaeus Holdings Limited are available to the public and may be obtained from Paragon House, Wolseley Road, Kempston, Bedford, MK42 7UP.