

Company Registration No. 04214713 (England and Wales)

**MADE SIMPLE GROUP LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**  
**PAGES FOR FILING WITH REGISTRAR**



# MADE SIMPLE GROUP LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Mr M Finlay Mrs J K Swash Mr M A Williams Mr E J B Reeves
<b>Company number</b>	04214713
<b>Registered office</b>	20-22 Wenlock Road London N1 7GU
<b>Auditor</b>	RSM UK Audit LLP One City Place Chester CH1 3BQ
<b>Business address</b>	20-22 Wenlock Road London N1 7GU

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# **MADE SIMPLE GROUP LIMITED**

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# **MADE SIMPLE GROUP LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2019**

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The directors present their annual report and financial statements for the year ended 31 December 2019.

#### **Principal activities**

The principal activity of the company continued to be that of providing online solutions to start-up and small business communities, such as company formation, virtual offices, website creation and a co-working space in central London.

There have not been any significant changes in the principal activities of the company in the financial year ended 31 December 2019.

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr M Finlay  
Mrs J K Swash  
Mr M A Williams  
Mr H Graham  
Mr E J B Reeves

(Resigned 31 December 2019)

#### **Results and dividends**

The results for the year are set out on .

Ordinary dividends were paid amounting to £1,700,000. The directors do not recommend payment of a final dividend.

#### **Auditor**

RSM UK Audit LLP have been appointed as auditors and appropriate arrangements have been put in place for them to be deemed appointed as auditors in the absence of an Annual General Meeting.

#### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

#### **Going concern**

The Board regularly reviews revenue, profitability and cash flow forecasts across the short, medium and longer term. A number of downside sensitised scenarios are modelled and considered to create a wide range of possible outcomes, the assumptions behind which are robustly challenged. The Board compares actual performance against budgets and forecasts and reviews variances to continually refine and improve forecasting ability from which to make effective decisions.

However, the uncertain impact of COVID-19 makes such an assessment more challenging and a highly sensitive downside was modelled. This took into account a reduction in client numbers and a reduction in average client revenue. This downside was considered to last from Q2 2020 and not to recover until Q2 2021. In addition, the Group Companies successfully worked from home during Q2 2020 and this demonstrated the flexibility of our operations if COVID-19 restrictions were not lifted.

The sensitised cash flow forecast based on these assumptions demonstrated that the Group will be able to pay its debts as they fall due for a period of at least twelve months from the date of signing these accounts. The Company and Group have since outperformed these sensitised models during a three month period and the Directors are, therefore, satisfied that the financial statements should be prepared on the going concern basis.

# **MADE SIMPLE GROUP LIMITED**

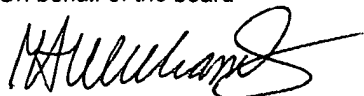
## **DIRECTORS' REPORT (CONTINUED)**

***FOR THE YEAR ENDED 31 DECEMBER 2019***

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This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Mr M A Williams

**Director**

30 July 2020

# **MADE SIMPLE GROUP LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

***FOR THE YEAR ENDED 31 DECEMBER 2019***

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The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make 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.

# MADE SIMPLE GROUP LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
<b>Fixed assets</b>					
Tangible assets	5		260,261		163,976
<b>Current assets</b>					
Debtors		334,580		1,818,878	
Cash at bank and in hand		2,856,976		1,483,610	
		<u>3,191,556</u>		<u>3,302,488</u>	
<b>Creditors: amounts falling due within one year</b>		<u>(1,314,429)</u>		<u>(978,019)</u>	
<b>Net current assets</b>			1,877,127		2,324,469
<b>Total assets less current liabilities</b>			2,137,388		2,488,445
<b>Provisions for liabilities</b>			(7,041)		(8,841)
<b>Net assets</b>			<u>2,130,347</u>		<u>2,479,604</u>
<b>Capital and reserves</b>					
Called up share capital	6		10,000		10,000
Share premium account	7		40,630		40,630
Profit and loss reserves			<u>2,079,717</u>		<u>2,428,974</u>
<b>Total equity</b>			<u>2,130,347</u>		<u>2,479,604</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 30 July 2020 and are signed on its behalf by:



Mr M A Williams  
Director

Company Registration No. 04214713

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

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### 1 Accounting policies

#### Company information

Made Simple Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is 20-22 Wenlock Road, London, N1 7GU. The Company's principal activity is disclosed in the Director's report.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Made Simple Group Limited is a wholly owned subsidiary of SimpHold Limited and the results of Made Simple Group Limited are included in the consolidated financial statements of TDKP TopCo Limited which are available from Registrar of Companies, Companies Registration Office, Crown Way, Cardiff, CF4 3UZ.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company can meet its financial obligations from existing facilities. When reviewing the forecasts an increased sensitivity analysis was undertaken to assess the impact of COVID-19 and this demonstrated that the company had adequate resources to meet its financial obligations up to 31 December 2021. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements as detailed in the Strategic Report.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates. Sales are recognised at the point at which the company has fulfilled its contracted obligations to the customer.

Commissions received is recognised in the period in which the right to the consideration has been established.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

#### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.



# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2019

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#### 1 Accounting policies

(Continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings	20% reducing balance
Computers	20% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### 1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.6 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

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### 1 Accounting policies

(Continued)

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including creditors and loans from fellow group companies are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

### 1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

### 1.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

### 1 Accounting policies

(Continued)

#### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### **1.10 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### **1.11 Retirement benefits**

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

#### **1.12 Leases**

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 34 (2018 - 41).

### 3 Directors' remuneration

	2019 £	2018 £
Remuneration paid to directors	60,450	115,846

Dividends totalling £0 (2018 - £0) were paid in the year in respect of shares held by the company's directors.

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 0 (2018 - 3).

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

### 4 Taxation

	2019 £	2018 £
<b>Current tax</b>		
UK corporation tax on profits for the current period	325,084	284,877
<b>Deferred tax</b>		
Origination and reversal of timing differences	(1,800)	(2,586)
<b>Total tax charge</b>	323,284	282,291

### 5 Tangible fixed assets

	Land and buildings £	Plant and machinery etc £	Total £
<b>Cost</b>			
At 1 January 2019	105,070	178,387	283,457
Additions	-	144,828	144,828
Disposals	-	(402)	(402)
At 31 December 2019	105,070	322,813	427,883
<b>Depreciation and impairment</b>			
At 1 January 2019	2,118	117,364	119,482
Depreciation charged in the year	17,053	31,087	48,140
At 31 December 2019	19,171	148,451	167,622
<b>Carrying amount</b>			
At 31 December 2019	85,899	174,362	260,261
At 31 December 2018	102,952	61,024	163,976

### 6 Called up share capital

	2019 £	2018 £
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
100,000 Ordinary shares of 10p each	10,000	10,000
	10,000	10,000

The company's ordinary shares which carry no right to fixed income, each carry the right to one vote at the general meetings of the company.

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

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### 7 Share premium account

Consideration received for shares issued above their nominal value.

### 8 Reserves

#### Profit and loss reserves

Cumulative profit and loss net of distributions to owner.

### 9 Audit report information

As the income statement has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Jonathan Lowe.

The auditor was RSM UK Audit LLP.

### 10 Financial commitments, guarantees and contingent liabilities

The Bank Loans and Loan Notes in the wider group are secured by way of fixed and floating charges over the assets of the group. The Group had secured bank loans of £40,000,000 and Loan notes of £9,835,868 and accrued interest of £1,132,728 outstanding at the year end. Each company of the Group has provided a guarantee over the Loan Notes in the wider group to pay any amount due as if it was the principal obligor. The liability across the Group as at 31 December 2019 was £10,968,596.

### 11 Operating lease commitments

#### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	2019 £	2018 £
Within one year	135,000	135,000
Between two and five years	1,080,000	945,000
In over five years	810,000	1,080,000
	<u>2,025,000</u>	<u>2,160,000</u>

# MADE SIMPLE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

### 12 Capital commitments

Amounts contracted for but not provided in the financial statements:

	2019 £	2018 £
Acquisition of tangible fixed assets	-	86,045

In December 2018, a contract to refurbish the ground floor of the leasehold premises was signed which commits the company to the stated expenditure. Since the year end, this work has been completed.

### 13 Related party transactions

#### Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Purchases 2019 £	2018 £
Property Lease	138,045	165,330

The Company entered into a lease in the previous financial year with a none group company in which a director of the Company is also a director of the none group company. The balance outstanding at the year end was £Nil (2018: £Nil)

### 14 Parent company

The company is a wholly owned subsidiary of SimpHold Limited, a company incorporated in England and Wales. The ultimate parent is TDKP TopCo Limited, a company incorporated in England and Wales.

TDKP TopCo Limited is owned by a number of private shareholders and companies with no one person with significant control. Accordingly, there is no ultimate controlling party.

The parent of the largest and smallest group in which these financial statements are consolidated is TDKP TopCo Limited. These financial statements may be obtained from the Registrar of Companies, Companies Registration Office, Crown Way, Cardiff, CF4 3UZ.