Registered number: 06772302

MRDB HOLDINGS LIMITED

DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018





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MRDB Holdings Limited Company Information

Directors

Mr M J Ham Mr B N Croshaw Mr R C Toon Mr D Elson

Auditors

ADS Accountancy Limited 7 Faraday Court First Avenue Burton-upon-Trent Staffordshire DE14 2WX

Registered office

Park Lane Dove Valley Park Foston Derbyshire DE65 5BG

Registered number

06772302

MRDB Holdings Limited

Registered number: 06772302

Directors' Report

The directors present their report and financial statements for the year ended 31 December 2018.

Principal activities

The company's principal activity during the year continued to be sale of caravan parts and leisure accessories.

Directors

The following persons served as directors during the year:

Mr M J Ham Mr B N Croshaw Mr R C Toon Mr D Elson

Directors' responsibilities

The directors are responsible for preparing the report and 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 (Financial Reporting Standard 102 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

- · 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;
- 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.

Disclosure of information to auditors

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Each person who was a director at the time this report was approved confirms that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board on 4 July 2019 and signed on its behalf.

B N Croshaw Director

MRDB Holdings Limited Strategic Report

Business performance

The company's principal activity during the year continued to be sale of parts and leisure accessories to the RV industry.

The directors are pleased announce a record year with the results that show a 8.4% increase in turnover for the year and an improved pre-tax profit of £1,906,620, compared to a profit of £923,860 in 2017. This has been achieved through increased market share of existing lines and new products.

2018 sales and profitability is the foundation for a new beginning for the Business. We have plans to approach new markets and attack these areas with vigour through both existing products, that are applicable to these new areas and also with newly sourced products that are both immediately available additions to the portfolio and also planned phased introductions over coming months.

Early in 2019 we appointed new Non Exec Directors and introduced the backing of a large Canadian investment Company. These new eyes and access to vast experience in business will remotivate and reinforce our position as go getter, trend setter and market leader for our existing markets and also to herald a competitive awakening for those in our newly targeted areas.

Another tremendous opportunity has been offered to some key members of staff who will have opportunity to be shareholders through an EMI scheme, that will also focus attention and motivate to hit the relevant targets and continue the growth curve of the business.

Our access to investment funding gives us the ability to invest for growth, both through working capital and also for acquisitions should opportunities arise.

Position of the company at the year end

All financial performance indicators are positive and in line with expectations, reflecting the activity of the company during the year

Key performance indicators

The directors continue to use both financial and non-financial key performance indicators to manage business activity, maintaining strong management information systems and reports which are focused on regular and accurate reporting. Such reporting concentrates on core customer turnover, margins and overall profitability of the business.

Future developments and details of research and development activities

The directors foresee continued growth in all market activities as caravans and motorhomes become ever popular.

This report was approved by the board on 4 July 2019 and signed on its behalf.

B N Croshaw Director

MRDB Holdings Limited Independent auditors' report to the members of MRDB Holdings Limited

We have audited the financial statements of MRDB Holdings Limited for the year ended 31 December 2018 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, 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 accounts

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/auditscopeukprivate

Opinion on the accounts

In our opinion the accounts:

- give a true and fair view of the state of the group and parent company's affairs as at 31 December 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.

Opinion on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the accounts 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.

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(Senior Statutory Auditor) for and on behalf of ADS Accountancy Limited Accountants and Statutory Auditors

4 July 2019

7 Faraday Court First Avenue Burton-upon-Trent Staffordshire DE14 2WX

MRDB Holdings Limited Consolidated Income Statement for the year ended 31 December 2018

	Notes	2018 £	2017 £
Turnover	2	22,958,839	21,173,632
Cost of sales		(18,075,767)	(16,701,504)
Gross profit		4,883,072	4,472,128
Administrative expenses		(2,987,437)	(3,561,401)
Operating profit	3	1,895,635	910,727
Gain on sale of fixed assets Interest receivable Interest payable	6	14,426 1,673 (5,114)	21,560 299 (8,726)
Profit on ordinary activities before taxation		1,906,620	923,860
Tax on profit on ordinary activities	7	(362,831)	(184,963)
Profit for the financial year after taxation		1,543,789	738,897
Minority Interest		-	(14,897)
Profit for the financial year		1,543,789	724,000

MRDB Holdings Limited Statement of comprehensive income for the year ended 31 December 2018

	Notes	2018 £	2017 £
Profit for the financial year		1,543,789	724,000
Other comprehensive income			
Total comprehensive income for the year		1,543,789	724,000

MRDB Holdings Limited Consolidated Statement of Financial Position as at 31 December 2018

N	otes		2018		2017
			£		£
Fixed assets					
Tangible assets	8		110,618		142,383
Current assets					
Stocks		4,570,281		3,984,683	
Debtors	10	2,898,305		2,657,379	
Cash at bank and in hand		791,177		966,800	
		8,259,763		7,608,862	
Creditors: amounts falling due					
within one year	11	(3,485,700)		(4,017,165)	
Net current assets			4,774,063		3,591,697
Total appets lane summent		-		-	
Total assets less current liabilities			4,884,681		3,734,080
Creditors: amounts falling due					
after more than one year			(18,715)		(47,623)
Provisions for liabilities					
Deferred taxation	13		(3,084)		(4,864)
Net assets		-	4,862,882	_	3,681,593
		_		_	
Capital and reserves					
Called up share capital	14		2,550		2,550
Profit and loss account	15		4,860,332		3,469,604
Minority interest	16		-		209,439
Total equity		-	4,862,882	_	3,681,593
		-		-	

B N Croshaw

Director

Approved by the board on 4 July 2019

B.N. Charlan

MRDB Holdings Limited Statement of Financial Position as at 31 December 2018

N	otes		2018 £		2017 £
Fixed assets			•		
Tangible assets	8		60,229		56,873
Investments	9	_	1,802	_	1,802
			62,031		58,675
Current assets					
Debtors	10	5,763,890		1,938,325	
Cash at bank and in hand		28,329		11,228	
		5,792,219		1,949,553	
Creditors: amounts falling due					
within one year	11	(4,145,742)		(1,004,991)	
, , , , , , , , , , , , , , , , , , , ,					
Net current assets		_	1,646,477		944,562
Total assets less current		-		_	
liabilities			1,708,508		1,003,237
Provisions for liabilities					
Deferred taxation	13		(11,443)		(10,486)
Bolollog Wallott	. •	_	(· · · · · · · · · · · · · · · · · · ·	_	
Net assets			1,697,065	_	992,751_
		_			
Capital and reserves	4.4		0.550		2,550
Called up share capital Profit and loss account	14 15		2,550 1,694,515		2,550 990,201
From and loss account	13		1,094,515		330,201
Total equity		-	1,697,065	_	992,751
		_		_	
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B N Croshaw

Director

Approved by the board on 4 July 2019

MRDB Holdings Limited Statement of Changes in Equity for the year ended 31 December 2018

	Share capital	Profit and loss account	Total
	£	£	£
At 1 January 2017	2,550	2,940,146	2,942,696
Profit for the financial year Profit for the financial year - Minority Interest	-	724,000 14,897	724,000 14,897
At 31 December 2017	2,550	3,679,043	3,681,593
At 1 January 2018	2,550	3,679,043	3,681,593
Profit for the financial year		1,543,789	1,543,789
Shares redeemed	-	(362,500)	(362,500)
At 31 December 2018	2,550	4,860,332	4,862,882

MRDB Holdings Limited Statement of Cash Flows for the year ended 31 December 2018

	Notes	2018 £	2017 £
Operating activities			
Profit for the financial year		1,543,789	724,000
Adjustments for:		(1.4.400)	(04 500)
Gain on sale of fixed assets		(14,426)	(21,560) 14,897
Minority interest Interest receivable		(1,673)	(299)
Interest receivable		5,114	8,726
Tax on profit on ordinary activities		362,831	184,963
Depreciation		64,619	74,823
Increase in stocks		(585,598)	(364,467)
Increase in debtors		(240,926)	(458,074)
(Decrease)/increase in creditors		(722,613)	478,887
		411,117	641,896
Interest received		1,673	299
Interest paid		(5,114)	(3,686)
Interest element of finance lease payments		-	(5,040)
Corporation tax paid		(149,127)	(74,176)
Cash generated by operating activities		258,549	559,293
Investing activities			
Payments to acquire tangible fixed assets		(74,678)	(134,386)
Proceeds from sale of tangible fixed assets		56,250	89,371
Cash used in investing activities		(18,428)	(45,015)
Financing activities	•		
Payments to redeem shares		(362,500)	-
Capital element of finance lease payments		(53,271)	(4,075)
Cash used in financing activities		(415,771)	(4,075)
Net cash (used)/generated			
Cash generated by operating activities		258,549	559,293
Cash used in investing activities		(18,428)	(45,015)
Cash used in financing activities		(415,771)	(4,075)
Net cash (used)/generated		(175,650)	510,203
Cash and cash equivalents at 1 January		966,800	<u>456,597</u>
Cash and cash equivalents at 31 December		791,150	966,800
Cash and cash equivalents comprise:			
Cash at bank		791,177	966,800
Bank overdrafts	11	(27)	
		791,150	966,800

1 Summary of significant accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the sale of goods and from the rendering of services. Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer. Turnover from the rendering of services is recognised by reference to the stage of completion of the contract. The stage of completion of a contract is measured by comparing the costs incurred for work performed to date to the total estimated contract costs.

Intangible fixed assets

Intangible fixed assets are measured at cost less accumulative amortisation and any accumulative impairment losses.

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulative depreciation and any accumulative impairment losses. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Motor vehicles Fixtures, fittings, tools and equipment 25% Straight line 12.5% to 50% Straight line

Investment property

Investment property is initially recognised at cost and then subsequently measured at fair value. Changes in value are recognised in profit or loss.

Investments

Investments in unquoted equity instruments are measured at fair value. Changes in fair value are recognised in profit or loss. Fair value is estimated by using a valuation technique.

Stocks

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first in first out method. The carrying amount of stock sold is recognised as an expense in the period in which the related revenue is recognised.

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. 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. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (i.e. liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Foreign currency translation

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction.

At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight line basis over the lease term.

Pensions

Contributions to defined contribution plans are expensed in the period to which they relate.

2	Analysis of turnover	2018 £	2017 £
	Sale of goods Commissions	22,684,826 274,013 22,958,839	20,878,044 295,588 21,173,632
	By geographical market:		
	UK	22,958,839	21,173,632
3	Operating profit	2018 £	2017 £
	This is stated after charging:		
	Depreciation of owned fixed assets	42,871	32,541
	Depreciation of assets held under finance leases and hire purchase contracts Auditors' remuneration for audit services	21,748 14,000	38,170 14,000
4	Directors' emoluments	2018 £	2017 £
	Emoluments Company contributions to defined contribution pension plans	525,639 41,098	970,474 41,098
	Highest paid director: Emoluments Company contributions to defined contribution pension plans	192,823 11,925 204,748	364,019 12,177 376,196
	Number of directors to whom retirement benefits accrued:	2018 Number	2017 Number
	Defined contribution plans	4	4
5	Staff costs	2018 £	2017 £
	Wages and salaries Social security costs Directors emoluments	1,321,768 176,896 604,972 2,103,636	1,350,185 217,286 970,474 2,537,945
	Average number of employees during the year	Number	Number
•	Directors Administration	54 58	58 62

6	Interest payable	2018 £	2017 £
	Bank loans and overdrafts	5,114	3,686
	Finance charges payable under finance leases and hire purchase contracts		5,040
		5,114	8,726
7	Taxation	2018 £	2017 £
	Analysis of charge in period	_	
	Current tax: UK corporation tax on profits of the period	364,728	149,244 (270)
	Adjustments in respect of previous periods	(117) 364,611	148,974
	Deferred tax:	(1,780)	35,989
	Origination and reversal of timing differences	(1,760)	33,909
	Tax on profit on ordinary activities	362,831	184,963
	Factors affecting tax charge for period The differences between the tax assessed for the period and the standard rate of co follows:	rporation tax are	explained as
	•	2018 £	2017 £
	Profit on ordinary activities before tax	1,906,620	923,860
	Standard rate of corporation tax in the UK	19%	19%
		£	£
	Profit on ordinary activities multiplied by the standard rate of corporation tax	362,258	175,533
	Effects of:	2.470	(26,289)
	Expenses not deductible for tax purposes Adjustments to tax charge in respect of previous periods	2,470 (117)	(26,289)
	Current tax charge for period	364,611	148,974

Factors that may affect future tax charges

8 Tangible fixed assets	8	Tano	iible	fixed	assets
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	Fixtures, fittings, tools and equipment At cost	Motor vehicles At cost	Total
Cost or valuation	£	£	£
At 1 January 2018	626,407	236,285	862,692
Additions	7,750	66,928	74,678
Disposals		(55,765)	(55,765)
At 31 December 2018	634,157	247,448	881,605
Depreciation			
At 1 January 2018	555,702	164,607	720,309
Charge for the year	28,066	36,553	64,619
On disposals	<u> </u>	(13,941)	(13,941)
At 31 December 2018	583,768_	187,219	770,987
Carrying amount	•		
At 31 December 2018	50,389	60,229	110,618
At 31 December 2017	70,705	71,678	142,383

9	Investments		Company
		2018	2017
		£	£
	Investment in subsidiaries	1 802	1 802

The company holds 20% or more of the share capital of the following companies:

	0 1 1-14		Capital and	Profit (loss)
Company	Shares held		reserves	for the year
	Class	%	£	£
Liberty Leisure Products Limited	Ordinary	100.00	1,175,431	474,667
Miriad Products Limited	Ordinary	100.00	1,992,235	365,126
Russell Sales Limited	Ordinary	100.00	1	-
Caravan Mover Installations Limited	Ordinary	100.00	1	-
Mr Dubz Limited	Ordinary	100.00	100	-
Miriad Marine Limited	Ordinary	100.00	1,000	-

10	Debtors		Group		Company
		2018	2017	2018	2017
		£	£	£	3
	Trade debtors	2,679,862	2,633,399	-	-
	Other debtors	196,872	2,700	22,140	14,849
	Prepayments and accrued income	21,571	21,280		
		2,898,305	2,657,379	5,763,890	1,938,325
11	Creditors: amounts falling due within one year		Group		Company
	•	2018	2017	2018	2017
		£	£	£	£
	Bank overdrafts	27	-	-	-
	Obligations under finance lease and hire purchase				
	contracts	35,266	59,629	22,004	55,436
	Trade creditors	2,641,666	2,614,663	•	=
	Corporation tax	364,728	149,244	164,149	66,439
	Other taxes and social security costs	382,510	377,298	30,646	123,137
	Other creditors	47,053	802,331	3,983	757,479
	Accruals and deferred income	14,450	14,000_	2,500_	2,500
		3,485,700	4,017,165	223,282	1,004,991
12	Obligations under finance leases and hire purcha	se	Group		Company
	contracts	2018	2017	2018	2017
	,	3	3	3	£
	Amounts payable:				
	Within one year	35,266	59,629	22,004	55,436
	Within two to five years	18,715	47,623		
		53,981	107,252	22,004	55,436

13	Deferred taxation		Group		Company
	•	2018	2017	2018	2017
		£	£	3	£
	Accelerated capital allowances	3,084	4,864	11,443	10,486
		2018	2017	2018	2017
		£	£	£	£
	At 1 January	4,864	(31,125)	10,486	(10,226)
	(Credited)/charged to the profit and loss account	(1,780)	35,989	957	20,712
	At 31 December	3,084	4,864	11,443	10,486
14	Share capital	Nominal value	2018 Number	2018 £	2017 £
	Allotted, called up and fully paid:	value	Number	L	L
	Ordinary shares	£1 each	2,550	2,550	2,550
				2010	0017
15	Profit and loss account			2018 £	2017 £
	At 1 January			3,469,604	2,745,604
	Profit for the financial year			1,543,789	724,000
	Capital Redemption			(362,500)	-
	Transferred from minority interest on redemption			209,439	-
	At 31 December			4,860,332	3,469,604
16	Minority interest			2018	2017
	·			£	£
	At 1 January			209,439	194,542
	Proportion of profit/(loss) after taxation for the year				14,897
	Transferred on capital redemption			(209,439)	-
	At 31 December				209,439

17 Other financial commitments

Total future minimum lease payments under non-cancellable operating leases:

•	Land and buildings 2018 £	Land and buildings 2017 £	Other 2018 £	Other 2017 £
Falling due:	76 000	76,000	85,642	85.642
within two to five years	76,000_	76,000	05,642	00,042

18 Related party transactions

During the year MRDB Holdings Limited received management charges of £1,537,426 (2017: £1,691,719) from a fellow subsidiary company, Miriad Products Limited. At 31 December 2018 a balance of £777,041 (2017: £4,410) was owed to Miriad Products Limited.

At 31 December 2018 a balance of £2,596,332 (2017: £1,927,886) was owed by Liberty Leisure Services Limited to the company.

19 Controlling party

The ultimate controlling party in the period is Mr M J Ham by virtue of a 53% ownership of the share capital of MRDB Holdings Limited.

20 Principal subsidiaries

Company	Country	Shareholding
		%
Liberty Leisure Services Limited	UK	100.00
Miriad Products Limited	UK	100.00
Russell Sales Limited	UK	100.00
Caravan Mover Installations Limited	UK	100.00
Mr Dubz Limited	UK	100.00

21 Presentation currency

The financial statements are presented in Sterling.

22 Legal form of entity and country of incorporation

MRDB Holdings Limited is a private company limited by shares and incorporated in England.

23 Principal place of business

The address of the company's principal place of business and registered office is:

Park Lane Dove Valley Park Foston Derbyshire DE65 5BG