

**MARTEL INSTRUMENTS HOLDINGS LIMITED
ABBREVIATED ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

Company Registration Number 05889630

WEDNESDAY



A08 *A4FKUX5S* 09/09/2015 #317
COMPANIES HOUSE

Baker Tilly Tax and Accounting Limited

Chartered Accountants
1 St James' Gate
Newcastle upon Tyne
NE1 4AD

MARTEL INSTRUMENTS HOLDINGS LIMITED
ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2014

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MARTEL INSTRUMENTS HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT TO MARTEL INSTRUMENTS
HOLDINGS LIMITED
UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated financial statements set out on pages 2 to 6, together with the financial statements of Martel Instruments Holdings Limited for the year ended 31 December 2014 prepared under section 396 of the Companies Act 2006.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with section 444 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements to the Registrar of Companies and whether the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

This report, including the opinion, has been prepared for and only for the company for the purpose of section 449 of the Companies Act 2006 and for no other purpose. To the fullest extent permitted by law, we do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with section 444(3) of the Companies Act 2006, and the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section.

Iain Corner

Iain Corner, Senior Statutory Auditor
For and on behalf of

Baker Tilly UK Audit LLP

Baker Tilly UK Audit LLP, Statutory Auditor
Chartered Accountants
1 St James' Gate
Newcastle upon Tyne
NE1 4AD

19 June 2015
.....

MARTEL INSTRUMENTS HOLDINGS LIMITED

Registered Number 05889630

ABBREVIATED BALANCE SHEET**31 DECEMBER 2014**

	Note	2014		2013	
		£	£	£	£
Fixed assets					
Investments	2		6,706,643		6,706,643
Current assets					
Debtors		74,269		73,873	
Cash at bank and in hand		3,242		6,106	
		<u>77,511</u>		<u>79,979</u>	
Creditors: Amounts falling due within one year	3	<u>(2,062,092)</u>		<u>(1,395,385)</u>	
Net current liabilities			(1,984,581)		(1,315,406)
Total assets less current liabilities			<u>4,722,062</u>		<u>5,391,237</u>
Creditors: Amounts falling due after more than one year	4		(5,926,670)		(5,363,276)
			<u>(1,204,608)</u>		<u>27,961</u>
Capital and reserves					
Called-up share capital	6		64,167		64,167
Share premium account			677,250		677,250
Profit and loss account			(1,946,025)		(713,456)
Shareholders' funds			<u>(1,204,608)</u>		<u>27,961</u>

These abbreviated accounts have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime.

These abbreviated accounts were approved by the directors and authorised for issue on:

..... and are signed on their behalf by:



Mr J M Finlan

The notes on pages 3 to 6 form part of these abbreviated accounts.

MARTEL INSTRUMENTS HOLDINGS LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2014

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Going concern

At the balance sheet date the company has net liabilities of £1,204,608 which includes a sum of £5,146,716 owed to the ultimate controlling party, Maven Capital Partners, comprising loan notes, accrued interest and other debt. Based upon support given to the group by Maven, the directors have a reasonable expectation that the group has adequate resources to continue in operation existence for the foreseeable future and have prepared the financial statements on a going concern basis.

Consolidation

In the opinion of the directors, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts.

Cash flow statement

The company has taken advantage of the exemption in FRS 1 "Cash flow statements" (revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

Deferred taxation

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

Deferred tax assets are recognised only to the extent that the directors consider it more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities recognised have not been discounted.

Deferred tax is measured on a non discounted basis at the average tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

MARTEL INSTRUMENTS HOLDINGS LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2014

1. Accounting policies (continued)

Financial instruments

Financial instruments are classified and accounted for as financial assets, financial liabilities or equity instruments, according to the substance of the contractual arrangement.

Financial instruments which are assets are stated at cost less any provision for impairment. Financial liabilities are stated at principal capital amounts outstanding at the period end. Issue costs relating to financial liabilities are deducted from the outstanding balance and are amortised over the period to the due date for repayment of the financial liability.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. A financial liability is any contractual arrangement for an entity to deliver cash to the holder of the associated financial instrument.

If a financial instrument contains both an equity and a liability element, then the liability element is first established with any residual value being disclosed within equity shareholders' funds. The liability element is the present value of the future payments guaranteed to be made to the holders of the financial instrument.

Non-discretionary dividends payable are disclosed within interest in the company's profit and loss account.

Investments

Investments, including investments in the subsidiary undertakings, have been shown at cost less amounts written off.

2. Fixed assets

	Investments
	£
Cost	
At 1 January 2014 and 31 December 2014	<u>6,706,643</u>
Net book value	
At 31 December 2014	<u>6,706,643</u>
At 31 December 2013	<u>6,706,643</u>

MARTEL INSTRUMENTS HOLDINGS LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2014

2. Fixed assets (continued)

As at 31 December 2014 the company owned 100% of the issued share capital of Martel Instruments Limited whose principle activity was that of the designing, manufacturing, assembly and marketing of electronic instrumentation. Martel Instruments Limited is incorporated in the UK.

As at 31 December 2014 the company owned 100% of the issued share capital of Martel Instruments EBT Limited, a non trading subsidiary. Martel Instruments EBT Limited is incorporated in the UK.

	2014 £	2013 £
Aggregate capital and reserves		
Martel Instruments Limited	2,604,828	2,211,455
Martel Instruments EBT Limited	(129)	(124)
Profit for the year		
Martel Instruments Limited	393,373	376,797
Martel Instruments EBT Limited	(5)	-

Under the provision of section 402 of the Companies Act 2006 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

3. Creditors: Amounts falling due within one year

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2014 £	2013 £
Bank loans and overdrafts	<u>452,840</u>	<u>260,000</u>

4. Creditors: Amounts falling due after more than one year

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2014 £	2013 £
Bank loans and overdrafts	-	529,920
Other creditors	5,926,670	4,833,356
	<u>5,926,670</u>	<u>5,363,276</u>

Included within other creditors as at 31 December 2014 are £25,000 (2013: £25,000) of redeemable preference shares carrying a fixed cumulative dividend. These preference shares are redeemable at par on 17 January 2013 by the company. As at 31 December 2014 the company had arrears of £23,871 (2013: £20,871) in relation to the fixed cumulative dividend carried by these preference shares. The company has not historically paid dividends on the preference shares, and as such the arrears date cumulatively from the date of issue of the preference shares, being 17 January 2007.

MARTEL INSTRUMENTS HOLDINGS LIMITED
NOTES TO THE ABBREVIATED ACCOUNTS
YEAR ENDED 31 DECEMBER 2014

5. Related party transactions

At the year end the company owed £1,567,495, (2013: £1,129,057) to Martel Instruments Limited, a wholly owned subsidiary of Martel Instruments Holdings Limited.

At the year end the company was owed £41,593 (2013: £41,593) by Martel Employee Benefit Trust, a wholly owned subsidiary of Martel Instruments Holdings Limited.

There is a cross guarantee between Martel Instruments Limited and Martel Instruments Holdings Limited with Yorkshire Bank.

Included within legal and professional fees is £25,000 (2013: £25,000) relating to amounts paid to Tannswell Limited, a company in which J M Finlan is a director, in respect of his role as chairman and non executive director of the company.

Included within legal and professional fees is £20,000 (2013: £20,000) relating to amounts paid to Maven Capital Partners UK LLP in respect of M Collis, for his services as a non executive director of the company.

6. Share capital

Authorised share capital:

	2014	2013
	£	£
450,000 'A' Ordinary shares of £0.10 each	45,000	45,000
192,500 'B' Ordinary shares of £0.10 each	19,250	19,250
	<u>64,250</u>	<u>64,250</u>

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
'A' Ordinary shares of £0.10 each	449,167	44,917	449,167	44,917
'B' Ordinary shares of £0.10 each	192,500	19,250	192,500	19,250
	<u>641,667</u>	<u>64,167</u>	<u>641,667</u>	<u>64,167</u>