Report of the Directors and

Financial Statements for the Year Ended 31 December 2017

<u>for</u>

Sceptre Consultants Limited

THURSDAY



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Registered office: 5th Floor 86 Jermyn Street St. James London SW1Y 6AW

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Company Information for the Year Ended 31 December 2017

DIRECTORS:

S J Turner R Orton T Lane W R Hawes

REGISTERED OFFICE:

5th Floor

86 Jermyn Street

St. James London SW1Y 6AW

REGISTERED OFFICE OF PARENT:

Clinch's House Lord Street Douglas Isle of Man IM99 1RZ

REGISTERED NUMBER:

01780675 (England and Wales)

AUDITORS:

KPMG Audit LLC Heritage Court 41 Athol Street Douglas Isle of Man

Isle of Man IM99 1HN

Report of the Directors for the Year Ended 31 December 2017

The Directors present their report with the financial statements of the Company for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of the provision of administration services.

SMALL COMPANIES EXEMPTION

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and as such, the Company has taken advantage of the small company exemption from the requirement to prepare a strategic report.

REVIEW OF BUSINESS

The Directors consider that the results of the Company as set out on page 6 are satisfactory and expect it to continue at this level in the future.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2017 (2016: £nil)

DIRECTORS

The Directors during the year under review and to the date of this report were:

S J Turner R Orton T Lane W R Hawes

S J Turner holds share capital in the ultimate parent Company, Greencastle Holdings Limited.

INDEMNITY INSURANCE

Third party indemnity insurance is held by SMP Partners Limited, covering all group companies including Sceptre Consultants Limited and was in force during the entire financial year.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each Director 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 auditors are aware of that information.

AUDITORS

The auditors, KPMG Audit LLC, will be proposed for re-appointment at the forthcoming Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

ON BEHALF OF THE BOARD:

Richard Orton

Director

Date: 30th April 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCEPTRE CONSULTANTS LIMITED

Opinion

We have audited the financial statements of Sceptre Consultants Limited ("the Company") for the year ended 31 December 2017, which comprise the Statement of Comprehensive Income, Balance Sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard, and the provisions available for small entities, in the circumstances set out in note 1 to the financial statements. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The Directors are responsible for the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Simon Nicholas FCA (Senter Statutory Auditor)

for and on behalf of KPMG Audit LLC, Statutory Auditor

Chartered Accountants

Heritage Court, 41 Athol Street

Douglas

Isle of Man

IM99 1HN

30 April 2018

Statement of Comprehensive Income for the Year Ended 31 December 2017

	Notes	2017 £	2016 £
TURNOVER	1	30,000	30,000
Administrative expenses		(24,000)	(30,000)
OPERATING PROFIT	3	6,000	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		6,000	_
Tax on profit on ordinary activities	4	(1,185)	
PROFIT FOR THE FINANCIAL YEAR		4,815	-
OTHER COMPREHENSIVE INCOME		<u> </u>	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		4,815	<u>-</u>

All results derive from continuing operations.

The notes on pages 9-11 form an integral part of these financial statements

Balance Sheet 31 December 2017

	Notes	2017 £	2016 £
CURRENT ASSETS Debtors	5	11,538	4,038
NET CURRENT ASSETS		11,538	4,038
CREDITORS			
Amounts falling due within one year	6	(2,685)	
NET CURRENT ASSETS		8,853	4,038
TOTAL ASSETS LESS CURRENT LIABILITIES		8,853	4,038
CAPITAL AND RESERVES Called up share capital	7	1	1
Retained earnings		8,852	4,037
SHAREHOLDERS' FUNDS		8,853	4,038

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on .30. April 2018 and were signed on its behalf by:

Richard Orton

Director

Statement of Changes in Equity for the Year Ended 31 December 2017

	Called up share capital £	Retained earnings	Total equity £
Balance at 1 January 2016	1	4,037	4,038
Changes in equity Issue of share capital Total comprehensive income	<u> </u>		-
Balance at 31 December 2016	1	4,037	4,038
Changes in equity Issue of share capital Total comprehensive income	- -	- 4,815	- 4,815
Balance at 31 December 2017	1	8,852	8,853

Notes to the Financial Statements for the Year Ended 31 December 2017

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements and related notes have been prepared in accordance with UK Accounting Standards including FRS 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland, and applicable law. In addition, exemptions available to small companies under Section 1A of FRS 102 have been taken. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Sterling (£), which is the company's functional currency, and have been rounded to the nearest pound.

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

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

The Company continued to trade in the current year and the Directors expect it to continue at this level during 2017 and have no intention to cease trading in future. Therefore, these financial statements have been prepared on the going concern basis.

Significant accounting policies are as follows:

Turnover

Turnover represents fees earned during the year, excluding Value Added Tax and after deduction of credits given, and is accounted for on an accruals basis.

Trade debtors

Trade debtors are held at fair value of the consideration received and are subject to impairment review on a quarterly basis.

Trade creditors

Trade creditors are held at amortised cost.

Expenses

Expenses are recognised on an accruals basis.

Related party exemption

The Company has taken advantage of the exemption, under the terms of section 1A of FRS 102, not to disclose related party transactions with wholly owned subsidiaries within the group. Certain Directors and Officers of the Company act as Directors and Officers of client corporate entities. They do not derive any benefit from this and all fees and other income attributed to this activity are accounted for in the accounts of the Company.

Notes to the Financial Statements - continued for the Year Ended 31 December 2017

1. ACCOUNTING POLICIES (continued)

Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There were no significant accounting assumptions or estimates in the financial statements other than those included within the doubtful debts provision and estimated as management's best estimate of the recoverability of specific items.

2. STAFF COSTS

There were no staff costs for the year ended 31 December 2017 (2016: £nil).

3. OPERATING PROFIT

Auditors' remuneration is borne by another group company and there is no Directors' remuneration payable by the Company.

4. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2017 £	2016 £
Current tax: UK corporation tax at 19.75% (2016: 20%)	<u>1,185</u>	
Tax on profit on ordinary activities	<u>1,185</u>	

5. **DEBTORS**

	2017	2016
	£	£
VAT due	1,200	4,038
Amount due from the immediate parent company	10,338	
	11,538	4,038

Amount due from the immediate parent company is held at amortised cost and is unsecured, interest free and repayable on demand.

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Tax payable	1,185	-
VAT owed	<u>1,500</u>	
	2,685	

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

7. CALLED UP SHARE CAPITAL

Allotted, is	ssued and fully paid:	Nominal	2017	2016
Number:	Class:	value:	£	£
1	Ordinary shares	GBP 1.00	1	_1_

8. ULTIMATE PARENT COMPANY

SMP Partners limited, a company incorporated in the Isle of Man, is the immediate parent company. Greencastle Holdings Limited, also incorporated in the Isle of Man, is the ultimate parent Company and the ultimate controlling party.

9. POST BALANCE SHEET EVENTS

There are no post balance sheet events that would require adjustment to or disclosure in these financial statements.