

Quester Academic GP Limited

Report and Accounts 31 March 2016



Company Registration: 4395109

Quester Academic GP Limited

Company Information

DIRECTORS	A D N Betton A D Duffy C J Gee T A Teichman
SECRETARY	A D N Betton
COMPANY NUMBER	4395109
REGISTERED OFFICE	62 Dean Street London W1B 4QF
AUDITOR	BDO 55 Baker Street London W1U 7EU

Quester Academic GP Limited

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Quester Academic GP Limited
DIRECTORS' REPORT
For the year ended 31 March 2016

The directors present their report and financial statements for the year ended 31 March 2016.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the Company is as the general partner of the Isis College Fund No. 1 Limited Partnership and the Isis College Fund No. 2 Limited Partnership (collectively "Isis") and the Second Isis College Fund Limited Partnership ("Second Isis"). Isis and Second Isis are collectively referred to as "the Funds" hereafter. These Funds carry on the business of venture capital investment.

Spark Venture Management Limited is responsible for managing each of the Funds.

The Company also acts as the general partner of Quester Academic GP Partnership, which was formed to carry on the business of investing in University Funds, including holding the carried interest relating to the Funds.

RESULTS

The profit for the period, after taxation, amounted to £300,371 (2015 loss: £125,197).

DIRECTORS

The directors who served during the year were:

A D N Betton	C J Gee
A.D. Duffy	T A Teichman

GOING CONCERN

Having reviewed the cash flow forecasts of the Company, the Directors are satisfied that the Company has adequate resources to continue its operations. The directors have therefore prepared the financial statements of the company on a going concern basis.

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who is a director at the date of approval of this report has confirmed that:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is
- that 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.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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 judgments and estimates that are reasonable and prudent;
- state whether applicable 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.

Questar Academic GP Limited

DIRECTORS' REPORT
For the year ended 31 March 2016

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.

In preparing this directors' report advantage has been taken of the small companies' exemption.



By order of the board
A D N Betton
Director
23 December 2016

Quester Academic GP Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF QUESTER ACADEMIC GP LIMITED

We have audited the financial statements of Quester Academic GP Limited for the year ended 31 March 2016 which comprise the profit and loss account, the balance sheet 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).

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 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

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2016 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' 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 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 take advantage of small companies exemptions in preparing the directors' report and to the exemption from the requirement to prepare a strategic report.

BDO LLP

Michelle Carroll (Senior statutory auditor)
for and on behalf of BDO LLP, Statutory auditors
London, UK

28 December 2016

Quester Academic GP Limited

**PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2016**

	Notes	2016 £	2015 £
TURNOVER	1,2	170,189	150,000
Administrative expenses		<u>(114,570)</u>	<u>(142,890)</u>
OPERATING PROFIT		55,619	7,110
Other interest receivable and similar income		21	532
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>55,640</u>	<u>7,642</u>
Tax on profit on ordinary activities	4	<u>244,731</u>	-
PROFIT FOR THE YEAR	9	<u><u>300,371</u></u>	<u><u>7,642</u></u>

All amounts relate to continuing operations.

There were no recognised gains or losses for 2016 or 2015 other than those included in the profit and loss account.

The notes on pages 7 to 10 form part of these financial statements

Quester Academic GP Limited
Registered number 4395109

BALANCE SHEET
as at 31 March 2016

			2016	2016
	Notes	£	£	£
CURRENT ASSETS				
Debtors	5	818,359	818,359	
Cash at bank		<u>15,119</u>	<u>7,385</u>	
		833,478	825,744	
CREDITORS - amounts falling due within one	6	<u>(726,196)</u>	<u>(774,102)</u>	
NET CURRENT ASSETS		<u>107,282</u>		51,642
PROVISION FOR LIABILITIES				
Deferred tax	7	<u>-</u>		<u>(244,731)</u>
NET LIABILITIES		<u>107,282</u>		<u>(193,089)</u>
CAPITAL AND RESERVES				
Called up share capital	8	160		160
Profit and loss account	9	<u>107,122</u>		<u>(193,249)</u>
SHAREHOLDERS' FUNDS		<u>107,282</u>		<u>(193,089)</u>

The financial statements were approved and authorised for issue by the board on 23 December 2016, and signed on its behalf by:



A D N Betton
Director

The notes on pages 7 to 10 form part of these financial statements

Quester Academic GP Limited

**STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2016**

	Called up share capital £	Share premium account £	Profit and loss account £	Total £
At 1 April 2014	160	-	(200,891)	(200,731)
Profit and total comprehensive income for the year	-	-	7,642	7,642
Issue of shares	-	-	-	-
Dividends paid	-	-	-	-
At 31 March 2015	160	-	(193,249)	(193,089)
Profit and total comprehensive income for the year	-	-	300,371	300,371
Issue of shares	-	-	-	-
Dividends paid	-	-	-	-
At 31 March 2016	160	-	107,122	107,282

Quester Academic GP Limited

NOTES TO THE ACCOUNTS for the period ended 31 March 2016

1 ACCOUNTING POLICIES

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard

Turnover

Turnover represents amounts derived from the management and operation of venture capital funds and the provision of management or advisory services to third parties, excluding value added tax.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the income statement during the period in which they are incurred.

Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. The estimated useful lives range as follows:

Office equipment - 33% straightline

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or 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 reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Quester Academic GP Limited

NOTES TO THE ACCOUNTS
for the period ended 31 March 2016

Reserves

The company reserves are as follows:

- Called up share capital reserve represents the nominal values of shares issued.
- Profit and loss account represents cumulative profit and losses net of dividends paid and other adjustments.

2 TURNOVER

All turnover arose within the United Kingdom.

3 STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2015: NIL).

4 TAXATION

	2016 £	2015 £
Analysis of tax charge in the year		
Deferred tax (see note 7)		
Origination and reversal of timing differences	244,731	(132,839)
Tax on profit on ordinary activities	<u>244,731</u>	<u>(132,839)</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 20% (2015: 21%).

The differences are explained below:

	2016 £	2015 £
Profit on ordinary activities before taxation	55,640	7,642
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 20% (2015: 21%)	11,128	1,605
Effects of:		
Income not chargeable for tax purposes	(34,038)	(1,605)
Adjustments to brought forward values	(344,257)	
Chargeable gains/(losses)	12,954	
Adjustment to previous periods - deferred tax	25,529	
Timing differences	34,038	
Adjust closing deferred tax to average rate of 20%	4,991	
Deferred tax not recognised	44,923	
Unexplained difference	1	
Excess losses in the year carried forward		
Current tax charge for the period	<u>(244,731)</u>	<u>-</u>

5 DEBTORS

	2016 £	2015 £
Amounts owed by group undertakings	818,358	818,358
Other debtors	1	1
	<u>818,359</u>	<u>818,359</u>

Quester Academic GP Limited

NOTES TO THE ACCOUNTS
for the period ended 31 March 2016

6 CREDITORS:

Amounts falling due within one year

	2016	2015
	£	£
Amounts owed to group undertakings	(705,476)	(721,295)
Accruals	(20,720)	(52,807)
	<u>(726,196)</u>	<u>(774,102)</u>

7 DEFERRED TAXATION

	2016	2015
	£	£
At beginning of year	244,731	244,731
(Released) / Provided during the year	(244,731)	-
At end of year	<u>-</u>	<u>244,731</u>
	2016	2015
	£	£
Other timing differences	-	(343,701)
Management expenses carried forward	-	98,970
	<u>-</u>	<u>(244,731)</u>

8 SHARE CAPITAL

	2016	2015
	£	£
Allotted, called up and fully paid		
15 "A" Ordinary shares of £1 each	15	15
40 "B" Ordinary shares of £1 each	40	40
105 Fixed rate preference shares of £1 each	105	105
	<u>160</u>	<u>160</u>

The "A" Ordinary shareholders are entitled to 80% of any dividend declared and the "B" Ordinary shareholders are entitled to 20% any dividend declared. The "B" ordinary shareholders are not entitled to vote at any general

The fixed rate preference shares of £1 each have a fixed dividend entitlement of 5% per annum of the nominal value per share payable annually on 31 December each year. The preference shareholders are not entitled to

9 RESERVES

	Profit and loss account
	£
At 1 Apr 2015	(193,249)
Profit for the period	300,371
At 31 Mar 2016	<u>107,122</u>

Quester Academic GP Limited

NOTES TO THE ACCOUNTS
for the period ended 31 March 2016

10 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in Financial Reporting Standard No 8 from disclosing transactions with related parties that are part of the Querist Group or investee companies.

11 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is Spark Venture Management Limited and ultimate parent company and controlling party of the company is Querist Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of the group accounts are available from 62 Dean Street, London W1B 4QF.

12 TRANSITION TO FRS102

This is the first year that the Company has presented its results under FRS 102. The last financial statements under previous UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014. There were no changes to the Company's results for the financial year ended 31 March 2015 and the total Company's equity as at 1 April 2014 and 31 March 2015 as a result of the adoption of FRS 102.