

**NIGHTPEARL LIMITED**  
**DIRECTOR'S REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2017**



DIRECTOR'S REPORT

The sole director presents his report and financial statements for the year ended 31 December 2017.

Principal activities and business review

On 1 January 2008 the company sold parts of its trade and assets to a third party but still retains some management support activities.

Results

The results for the year are shown in the profit and loss account on page 5.

The sole director does not recommend the payment of a dividend (2016: £nil).

Directors

The director who held office during the year and to the date of this report was as follows:

RP Burrow

Disclosure of information to auditor

The director who held office at the date of approval of this director's report 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 ought to have been taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, KPMG LLP will be deemed to be re-appointed and will therefore continue in office.

By order of the board



**RP Burrow**  
Director

~~1~~ September 2018  
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50 Hans Crescent  
London SW1X 0NA

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE DIRECTOR'S 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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NIGHTPEARL LIMITED

### **Opinion**

We have audited the financial statements of Nightpearl Limited ("the company") for the year ended 31 December 2017 which comprise the profit and loss account, balance sheet, statement of changes in equity 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 loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including 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. 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NIGHTPEARL LIMITED (CONTINUED)

### **Directors' responsibilities**

As explained more fully in their statement set out on page 2, 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](http://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.



**Richard Long (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
15 Canada Square, London E14 5GL

~~14~~ September 18  
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PROFIT AND LOSS ACCOUNTFor the year ended 31 December 2017

	Notes	2017 £	2016 £
Administrative expenses		(2,027)	(10,990)
<b>Operating loss</b>	2	<u>(2,027)</u>	<u>(10,990)</u>
<b>Loss on ordinary activities before and after taxation</b>	4	<u>(2,027)</u>	<u>(10,990)</u>

There are no recognised gains and losses during the current or prior year other than those disclosed above. Accordingly no statement of other comprehensive income is presented.

All results arise from continuing operations.

The notes on pages 8 to 11 form an integral part of these financial statements.

**BALANCE SHEET**  
At 31 December 2017

	Notes	2017 £	2016 £
<b>Fixed assets</b>			
Tangible assets	5	283,189	283,189
<b>Current assets</b>			
Debtors	6	53,106	53,106
Cash at bank and in hand		21,805	21,846
		<u>74,911</u>	<u>74,952</u>
<b>Creditors: amounts falling due within one year</b>	7	<u>(712,373)</u>	<u>(710,387)</u>
<b>Net current liabilities</b>		(637,462)	(635,435)
<b>Total assets less current liabilities</b>		<u>(354,273)</u>	<u>(352,246)</u>
<b>Net liabilities</b>		<u>(355,273)</u>	<u>(352,246)</u>
<b>Capital and reserves</b>			
Called up share capital	8	2	2
Profit and loss account		(354,275)	(352,248)
<b>Shareholders' deficit</b>		<u>(354,273)</u>	<u>(352,246)</u>

These financial statements were approved by the sole director on ~~14~~<sup>28</sup> September 2018:



RP Burrow  
Director

The notes on pages 8 to 11 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY  
For the year ended 31 December 2017

	Share capital £	Profit and loss account £	Total £
At 1 January 2016	2	(341,258)	(341,256)
Loss for the year	-	(10,990)	(10,990)
	<hr/>	<hr/>	<hr/>
At 31 December 2016	2	(352,248)	(352,246)
Loss for the year	-	(2,027)	(2,027)
	<hr/>	<hr/>	<hr/>
At 31 December 2017	<u>2</u>	<u>(354,275)</u>	<u>(354,273)</u>

The notes on pages 8 to 11 form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS1. ACCOUNTING POLICIES

The principal accounting policies have been applied consistently in dealing with items which are considered material to the financial statements throughout the year and are set out below.

Basis of accounting

Nightpearl Limited is a limited liability company incorporated and domiciled in the UK.

The financial statements have been prepared in accordance with applicable accounting standards and the Companies Act 2006 and under the historical cost convention. These financial statements were prepared in accordance with Section 1A of the Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Ireland ("FRS102"), as applicable to small entities. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £.

Going concern

The financial statements have been prepared under the going concern basis, notwithstanding the company's net current liabilities, which the sole director believes to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Peak Trust Company (PVT) Limited, the company's parent undertaking. Peak Trust Company (PVT) Limited has provided the company with confirmation of its current intention to provide support to the company in meeting its liabilities as they fall due, to the extent such support is required, for a period of 12 months from the date of approval of these financial statements; Peak Trust Company (PVT) Limited has also confirmed its current intention not to call for repayment of any amounts due to it during that period. The company has also received confirmation from CAG Partners LLP of that entity's current intention not to call any amounts due to it for a period of 12 months from the date of approval of these financial statements. As with any company placing reliance on another undertaking for financial support, the sole director acknowledges that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Based on this confirmation the sole director believes that it remains appropriate to prepare the financial statements on a going concern basis.

Fixed assets and depreciation

Fixtures and Fittings which represent fine arts and antiques are shown at historical cost and are not depreciated, and motor vehicles are depreciated over their useful economic lives, which are considered to be three years.

Administrative expenses

Administrative expenses are recognised in profit and loss on accruals basis in the period to which they have been incurred.

Debtors

Short term debtors are initially measured at transaction price, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term trade creditors are initially measured at the transaction price net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

NOTES TO THE FINANCIAL STATEMENTS (continued)Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associates and joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For non-depreciable assets that are measured using the revaluation model, or investment property that is measured at fair value, deferred tax is provided at the rates and allowances applicable to the sale of the asset/property. Deferred tax balances are not discounted.

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.

## 2. OPERATING LOSS

Audit fees of £1,056 (2016: £1,030) were borne by a related party.

Included within operating loss in the prior year was a charge of £9,515 in respect of disposed artwork.

## 3. DIRECTOR'S EMOLUMENTS

The sole director received emoluments during the year of £nil (2016: £nil). The company had no employees other than the sole director during the current or prior year.

NOTES TO THE FINANCIAL STATEMENTS (continued)**4. TAXATION**

## Analysis of charge in year

	2017 £	2016 £
UK corporation tax	<u>-</u>	<u>-</u>
Factors affecting the tax charge for the year		
	2017 £	2016 £
Loss before taxation	<u>(2,027)</u>	<u>(10,990)</u>
Current tax at 19.25% (2016: 20%)	(390)	(2,198)
Effects of:		
Tax losses for which no deferred tax recognised	<u>390</u>	<u>2,198</u>
Taxation for the year	<u>-</u>	<u>-</u>

At the year-end the company has losses carried forward of £118,685 (2016: £116,658) which represent a potential deferred tax asset of £23,717 (2016: £23,332), which has not been recognised due to the uncertainty of future profits.

**5. TANGIBLE FIXED ASSETS**

	Fixtures and fittings £	Motor vehicle £	Total £
<b>Cost</b>			
At beginning and end of year	<u>283,189</u>	<u>76,710</u>	<u>359,899</u>
<b>Depreciation</b>			
At beginning and end of year	<u>-</u>	<u>76,710</u>	<u>76,710</u>
<b>Net book value</b>			
At 31 December 2017	283,189	-	283,189
At 31 December 2016	<u>283,189</u>	<u>-</u>	<u>283,189</u>

**6. DEBTORS**

	2017 £	2016 £
Corporation tax receivable	51,574	51,574
Prepayments and accrued income	1,532	1,532
	<u>53,106</u>	<u>53,106</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Amounts owed to parent undertaking	465,310	465,310
Amounts due to CAG Partners LLP	243,234	243,234
Amounts due to Chelsfield Mews Services Limited	2,555	570
Other creditors including taxation and social security	1,274	1,274
	<u>712,373</u>	<u>710,388</u>

8. CALLED UP SHARE CAPITAL

	2017 £	2016 £
Allotted, called up and fully paid		
2 (2016: 2) Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

9. PARENT UNDERTAKING AND RELATED PARTY DISCLOSURES

The Company is a subsidiary undertaking of Peak Trust Company (PVT) Ltd, a company incorporated in Bermuda.

The largest group in which the results of the Company are consolidated is that headed by Peak Trust Company (PVT) Ltd. The consolidated financial statements of this company are not available to the public. No other group financial statements include the results of the Company.

Balances between the company and Peak Trust Company (PVT) Limited are shown in note 7 above. These amounts are repayable on demand and attract no interest.

Robert Burrow, currently the sole director of the company, is a director of Chelsfield Mews Services Limited, a company incorporated in the United Kingdom. The balances between the company and Chelsfield Mews Services Limited are shown in note 7 above. These amounts are repayable on demand and attract no interest. At 31 December 2017 £300 was included within Prepayments and Accrued Income (2016: £300) in respect of amounts due from Chelsfield Mews Services Limited – see note 6.

Robert Burrow has an indirect interest in CAG Partners LLP, a limited liability partnership incorporated in the United Kingdom in which the company formerly had an interest. The balances between the company and CAG Partners LLP are shown in note 7 above. These amounts are repayable on demand and attract no interest.