

DUKE STREET PRIVATE EQUITY LIMITED

Annual report & financial statements
For the year ended 31 December 2012

THURSDAY



A2CD8Z81

A40

11/07/2013

#91

COMPANIES HOUSE

Company number 07316069

Directors' Report

The directors herewith submit their annual report, together with the financial statements of the company for the year ended 31 December 2012

Business review and results:

Duke Street Private Equity Ltd ('the Company'), is a wholly owned subsidiary of Duke Street LLP. The company acts as a holding company within the Duke Street LLP group.

The results for the period are set out on page 4.

Profits and Dividends:

The loss after taxation for the financial period amounts to £4,822 (2011: £475,620 profit). A dividend of nil (2011: £477,750) was paid during the period.

Directors:

The Directors who held office during the year are shown below.

Nikola Sutherland (resigned 31 December 2012)

Buchan Scott

Peter Taylor

On behalf of the board



Buchan Scott

19 April 2013

Registered Office

Nations House

103 Wigmore Street

London

W1U 1QS

Registered in England No. 7316069

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 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.

Report of the Independent Auditors

Independent auditor's report to the members of Duke Street Private Equity Limited

We have audited the financial statements of Duke Street Private Equity Limited for the year ended 31 December 2012 set out on pages 4 to 9. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities 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. 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council'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 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with UK 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.



Jonathan Martin (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

8 Salisbury Square

London EC4Y 8BB

19-Apr-13

Profit and Loss account

For the period ended 31 December 2012

	Note	Year Ended 31-Dec-12 £	Year ended 31-Dec-11 £
Continuing operations			
Dividend income		-	477,750
Expenses		(3,995)	(6,501)
Operating (loss)/profit	3	(3,995)	471,249
Loss on divestment		(1)	-
Interest receivable	2	6	-
(Loss)/Profit on ordinary activities before taxation		(3,990)	471,249
Tax on (loss)/profit on ordinary activities	4	(832)	4,371
(Loss)/Profit on ordinary activities after taxation		(4,822)	475,620

The company has no recognised gains or losses other than those included in the profit and loss for the period and therefore no statement of recognised gains or losses is presented

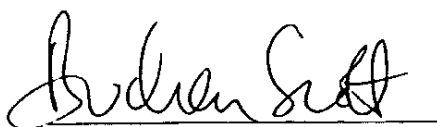
The notes on pages 7 to 9 form part of these financial statements

Balance Sheet
As at 31 December 2012

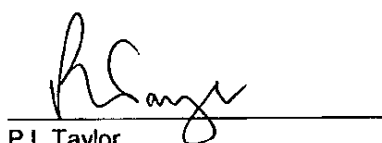
	Note	As at 31-Dec-12 £	As at 31-Dec-11 £
Investments	12	9	10
Current Assets			
Debtors	6	2,539	4,711
Cash at Bank		505	499
		<u>3,044</u>	<u>5,210</u>
Creditors: amounts falling due within one year	7	<u>(13,004)</u>	<u>(10,349)</u>
Net current liabilities		(9,960)	(5,139)
Total assets less current liabilities		<u>(9,951)</u>	<u>(5,129)</u>
Net Liabilities		<u>(9,951)</u>	<u>(5,129)</u>
Called up share capital	8	1	1
Profit and loss account	9	(9,952)	(5,130)
Shareholders' deficit	10	<u>(9,951)</u>	<u>(5,129)</u>

The notes on pages 7 to 9 form part of these financial statements

Approved by the Board of Directors at a meeting on 19 April 2013 and signed on its behalf by



TJB Scott
Director
19 April 2013



P L Taylor
Director
19 April 2013

Company number 7316069

Cash Flow

For period ended 31 December 2012

	£	Year ended 31-Dec-12 £	£	Year ended 31-Dec-11 £
Cash flows from operating activities				
Operating loss/gain	(3,995)		471,249	
Decrease/(Increase) in debtors	1,340		(330)	
Increase in creditors	<u>2,655</u>		<u>7,340</u>	
<i>Net cash inflow from operating activities</i>		-		478,259
Interest received		6		(10)
Equity dividend paid		-		(477,750)
Increase in cash		<u>6</u>		<u>499</u>

Reconciliation of Net Cash Flow to Movement in Net Funds

	£	Year ended 31-Dec-12 £	£	Year ended 31-Dec-11 £
Increase in net cash		6		499
Net funds at 1 January 2012		499		-
Net funds at 31 December 2012		<u>505</u>		<u>499</u>

The notes on pages 7 to 9 form part of these financial statements

Notes to the financial statements

For the period ended 31 December 2012

1 Accounting policies

The following accounting policies have been consistently applied in the financial statements

a) Basis of accounting

The financial statements have been prepared in accordance with the historical cost accounting convention and applicable accounting standards

b) Going Concern

These accounts have been prepared on a going concern basis on the understanding that Duke Street LLP will continue to financially support the Company's operations

c) Taxation

The charge for taxation is based on the result for the year. Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes. Deferred tax liabilities are fully recognised and deferred tax assets are recognised when it is considered more likely than not that the asset will be recoverable.

d) Investments

Investments are recognised on the basis of cost less any permanent diminutions in value.

e) Dividends

Dividends receivable or payable are recognised only in the period in which they are declared.

f) Related Party transactions

As the Company is 100% controlled by Duke Street LLP, the company has taken the exemption under FRS 8 from disclosing transactions with other wholly owned companies within the Duke Street LLP group.

g) Consolidation

The company is exempt from preparing consolidated financial accounts, on the grounds that the company is itself a subsidiary in a larger group which prepares consolidated financial statements. The Company forms part of the Duke Street LLP consolidated group, and these accounts can be found at 103 Wigmore Street, London W1U 1QS.

2 Interest receivable

	2012 £	2011 £
Bank Interest Receivable	<u>6</u>	<u>-</u>

3 Operating loss

	2012 £	2011 £
Operating loss has been arrived at after deducting		
Audit of these financial statements	<u>2,600</u>	<u>3,000</u>

Notes to the financial statements continued
For the period ended 31 December 2012

4	Taxation		
		2012	2011
		£	£
	<i>Analysis of (charge)/credit for the period</i>		
	<i>Current tax</i>		
	Corporation tax for period	977	4,371
	Adjustments in relation to prior periods	(1,809)	-
	Total current (charge) / credit for the period	(832)	4,371
	Tax on (profit) / loss on ordinary activities	(832)	4,371
	<i>Factors affecting tax charge for period</i>		
	(Loss)/Profit on Ordinary Activities before Tax	(3,990)	471,249
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011: 26.5%)	978	(124,834)
	<i>Effects of</i>		
	Income not taxable for tax purposes	-	126,571
	Adjustments in relation to prior periods	(1,809)	-
	Other timing differences	(1)	2,634
	Current tax (charge) / credit for the period	(832)	4,371
	<p>A reduction in the UK corporation tax rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. This will reduce the company's future current tax charge accordingly. The March 2013 Budget announced that the rate will further reduce to 20% by 2015 in addition to the planned reduction to 21% by 2014 previously announced in the December 2012 Autumn Statement. It is expected that this reduction will further reduce the company's future current tax charge.</p> <p>The Company off-set the above tax charge with tax losses obtained via the corporate tax group relief scheme. The group relief credits obtained were settled through intercompany accounts on a pound-for-pound basis, and as such, there was no physical payment of tax for the financial year.</p>		
5	Employees and directors		
	<p>The Company seconded employees from Duke Street Management Services Limited, a fellow subsidiary.</p> <p>No directors are remunerated for serving in the office of a director of the company. All directors are members of Duke Street LLP, the ultimate parent of the company, and receive drawings from profits generated within Duke Street LLP.</p>		
6	Debtors	2012	2011
		£	£
	Amounts owed by fellow subsidiary undertakings	2,539	4,711
		2,539	4,711
7	Creditors	2012	2011
		£	£
	Amounts owed to fellow subsidiary undertaking	6,298	509
	Accruals	6,708	9,840
		13,004	10,349
8	Share Capital	2012	2011
		£	£
	Allotted, called up and fully paid		
	1 Ordinary share of £1 each	1	1

Notes to the financial statements continued
For the period ended 31 December 2012

9	Reserves Profit & Loss Account	2012 £	Restated 2011 £
	As at 1 January 2012	(5,130)	(3,000)
	(Loss)/Profit for the financial period	(4,822)	475,620
	Dividends paid	-	(477,750)
	As at 31 December 2012	<u>(9,952)</u>	<u>(5,130)</u>

In the financial year ended 31 December 2011, a dividend of £477,750 was paid from Duke Street Private Equity Limited. The profit and loss account has been amended to move the dividend payment to the supporting financial statement notes (Refer note 9 and 10). The 31 December 2011 profit and loss account was amended to comply with company law. A reconciliation of the adjustment is detailed below.

(Loss)/Profit for the financial period	£
As at 1 January 2012 (as previously stated)	(2,130)
As at 1 January 2012 as amended	<u>475,620</u>
Dividend paid	<u>477,750</u>

10	Reconciliation of movements in shareholders' deficit	2012 £	Restated 2011 £
	(Loss)/Profit for the financial period	(4,822)	475,620
	Dividends paid	-	(477,750)
	Net movement in shareholders' deficit	<u>(4,822)</u>	<u>(2,130)</u>
	Opening shareholders' funds	(5,129)	(2,999)
	Closing shareholders' deficit	<u>(9,951)</u>	<u>(5,129)</u>

11 Ultimate parent company

The company is a wholly owned subsidiary of Duke Street LLP, and is therefore considered the ultimate parent company.

12 Investments

The Company holds 100% of the share capital of the following UK registered entities (all investments are held at cost)

	2012	2011	Activity
Duke Street III Limited	£1	£1	Asset Manager
Duke Street General Partner Limited	£1	£1	Asset Manager
Duke Street V Limited	£1	£1	Asset Manager
Duke Street Capital Limited	£0	£1	Holding Company
Duke Street VII Limited	£1	£1	Holding Company
Duke Street Pension Trustees Limited	£1	£1	Trustee
Duke Street Management Services Limited	£1	£1	Management Company
Duke Street Capital VI Fund Investment GP	£1	£1	Asset Manager
Duke Street Investment Management Limited	£2	£2	Holding Company
	<u>£9</u>	<u>£10</u>	

During the financial year, Duke Street Capital Limited was liquidated. Duke Street Private Equity Limited received nil consideration for the share capital held.

All amounts denoted above represent holdings of ordinary capital, with the exception of Duke Street Investment Management Limited, which is comprised of £1 ordinary share and £1 ordinary preferred share.