Report and Financial Statements

Year Ended

31 March 2017

Company Number SC344474



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### **Company Information**

**Directors** 

P A de Selancy

A Duhamel

**Company secretary** 

Burness Paull LLP

Registered number

SC344474

Registered office

50 Lothian Road Festival Square Edinburgh EH3 9WJ

Independent auditors

BDO LLP 55 Baker Street London W1U 7EU

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#### Directors' Report For the Year Ended 31 March 2017

The directors present their report and the financial statements for the year ended 31 March 2017.

#### Principal activity

The principal activity during the year was to act as a service company for 17 Capital Fund LP, 17Capital Fund 2 L.P, 17Capital Fund 3 LP, 17Capital Fund 4 L.P. and their general partners 17 Capital LLP, 17 Capital Luxembourg GP s.a.r.l. and 17Capital (Scots GP 4) LLP. 17 Capital Fund LP was dissolved on 26 January 2017.

#### Results and dividends

The profit for the year, after taxation, amounted to £208,940 (2016 - £119,481).

During the year, dividends of £Nil were paid to the shareholder (2016 - £170,000).

#### **Directors**

The directors who served during the year were:

P A de Selancy A Duhamel

#### **Auditors**

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies . Act 2006.

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

This report was approved by the board on

7 July 2017

and signed on its behalf.

A Duhamel Director

## Directors' Responsibilities Statement For the Year Ended 31 March 2017

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 applicable law and United Kingdom Accounting Standards (United Kingdom 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 judgements and accounting 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 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 to 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.

#### Independent Auditor's report to the members of 17 Capital Services Limited

We have audited the financial statements of 17 Capital Services Limited for the year ended 31 March 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity 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 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 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 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 Financial Reporting Council's (FRC'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 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 2017 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.

#### Independent Auditor's report to the members of 17 Capital Services Limited

#### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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 prepare the directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

Vanessa-Jayne Bradley (Senior statutory auditor)

For and on behalf of BDO LLP, Statutory auditor

London

United Kingdom

1750 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Statement of Comprehensive Income For the Year Ended 31 March 2017

	Note	2017 £	2016 £
Turnover	3	6,379,238	3,538,106
		6,379,238	3,538,106
Administrative expenses		(6,119,721)	(3,419,373)
Other operating income		46,086	51,667
Operating profit	4	305,603	170,400
Interest receivable and similar income		337	569
Profit before tax		305,940	170,969
Tax on profit	7	(97,000)	(51,488)
Profit and total comprehensive income for the year		208,940	119,481

The notes on pages 8 to 18 form part of these financial statements.

# 17 Capital Services Limited Registered number: SC344474

#### **Statement of Financial Position** As at 31 March 2017

	Note		2017 £		2016 £
Fixed assets			_		
Tangible assets	9		193,748		142,219
Investments	10		38,159		-
		•	231,907	•	142,219
Current assets					,
Debtors: amounts falling due after more than one year	11	_		5,946	
Debtors: amounts falling due within one year	11	2,495,375		1,079,703	
Cash at bank and in hand		1,041,329		509,041	
		3,536,704		1,594,690	
Creditors: amounts falling due within one year	12	(3,530,294)		(1,711,963)	
Net current assets/(liabilities)			6,410		(117,273)
Total assets less current liabilities		-	238,317	-	24,946
Creditors: amounts falling due after more than one year  Provisions for liabilities	13		(9,552)		(5,946)
Deferred tax		(4,224)		(3,399)	
			(4,224)		(3,399)
Net assets			224,541	-	15,601
Capital and reserves		=	<del></del>	=	
Called up share capital	15		1		1
Profit and loss account			224,540		15,600
		_	224,541	-	15,601
		=	-	=	

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

A Duhamel Director

The notes on pages 8 to 18 form part of these financial statements.

# Statement of Changes in Equity As at 31 March 2017

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 April 2016	1	15,600	15,601
Comprehensive income for the year			
Profit for the year	-	208,940	208,940
Total comprehensive income for the year	<u> </u>	208,940	208,940
Total transactions with owners	-		
at 31 March 2017	1	224,540	224,541
	2016		
	Share	Retained	
	Share capital	earnings	Total equity
	Share	earnings £	£
At 1 April 2015 Comprehensive income	Share capital £	earnings	
At 1 April 2015 Comprehensive income for the year	Share capital £	earnings £	£
At 1 April 2015  Comprehensive income for the year  Profit for the year	Share capital £	earnings £ 66,119	£ 66,120
At 1 April 2015  Comprehensive income for the year  Profit for the year  Total comprehensive income for the year	Share capital £	earnings £ 66,119 119,481	£ 66,120 119,481
At 1 April 2015  Comprehensive income for the year  Profit for the year  Total comprehensive income for the year  Contributions by and distributions to owners	Share capital £	earnings £ 66,119 119,481	£ 66,120 119,481
At 1 April 2015  Comprehensive income for the year  Profit for the year  Total comprehensive income for the year  Contributions by and	Share capital £	earnings £ 66,119 119,481	119,481 119,481

The notes on pages 8 to 18 form part of these financial statements.

## Notes to the Financial Statements For the Year Ended 31 March 2017

#### 1. Accounting policies

#### 1.1 Basis of preparation of financial statements

17 Capital Services Limited is a company incorporated in Scotland under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 2).

The following principal accounting policies have been applied:

#### 1.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of 17 Capital LLP as at 31 March 2017 and these financial statements may be obtained from the registered office or Companies House, Crown Way, Cardiff, CF14 3UZ.

#### 1.3 Consolidated financial statements

The financial statements contain information about 17 Capital Services Limited as an individual company and do not contain consolidated financial information as the parent of the group. The company has taken advantage of the exemption conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in EEA group accounts of a larger group.

#### 1.4 Turnover

Turnover represents transaction and service fees and is recognised in the period in which the transaction occurs or services are provided.

#### Notes to the Financial Statements For the Year Ended 31 March 2017

#### 1. Accounting policies (continued)

#### 1.5 Tangible fixed assets

Tangible fixed assets under the cost model 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.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

The estimated useful lives range as follows:

Leasehold improvements

Shorter of estimate useful life and the lease term

Motor vehicles

25% reducing balance per annum

Fixtures and fittings

Straight line over 3 years

Office equipment

Straight line over 3 years

The nature of the company's works of art are such that their residual value is considered by the directors to equate to cost and therefore no depreciation arises on these assets in the year.

#### 1.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 1.7 Financial assets

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

#### 1.8 Financial liabilities and equity

The financial statements are presented in 'sterling', which is the company's functional and presentation currency.

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

### 1.9 Foreign currency translation

Foreign currency transactions are translated into sterling at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the statement of financial position date. Any differences are taken to the income statement.

#### Notes to the Financial Statements For the Year Ended 31 March 2017

#### 1. Accounting policies (continued)

#### 1.10 Leased assets

All leases are treated as operating leases and not classified as finance leases. Their annual rentals are charged to the income statement on a straight-line basis over the term of the lease.

#### 1.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

#### 1.12 Pensions

Contributions to the company's defined contribution pension scheme are charged to the income statement in the year in which they become payable.

#### 1.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Income Statement in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

#### Notes to the Financial Statements For the Year Ended 31 March 2017

#### 1. Accounting policies (continued)

#### 1.14 Current and deferred taxation

Tax is recognised in the income statement, except that a change attributable to an item of income and 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 operates and generates income.

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

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

#### 2. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine the revenue recognition of the group with regard to priority profit share. Priority profit share is recognised once allocated or where there is virtual certainty that profit share earnt in the period will subsequently be allocated. Management therefore need to consider the certainty that the profit share earnt will be allocated and in order to do this they review the fund income forecasts.
- Determine the profile for matching costs of the placement agents to future revenue received. In
  order to determine this profile, management have considered the contracts of the placement agent
  fees along with the expected future timing of the revenue related to the work done by the
  placement agents within forecasts prepared.

#### 3. Analysis of turnover

All turnover arose within the United Kingdom.

The whole of the turnover is attributable to the company's principal activity.

#### Notes to the Financial Statements For the Year Ended 31 March 2017

4.	Operating profit		
	The operating profit is stated after charging:		
	·	2017 £	2016 £
	Depreciation of tangible fixed assets	66,496	55,966
•	Hire of other assets - operating leases	149,874	149,874
	Exchange differences	(39,638)	1,437
	Fees payable to the company's auditor and its associates for the audit of the company's annual accounts:		
	- Audit fees	21,000	18,650
	- Taxation services	19,350	9,975
	- Other services	16,250	23,400
5.	Employees		
	Staff costs, including directors' remuneration, were as follows:		
		2017 £	2016 £
	Wages and salaries	2,397,025	1,548,383
	Social security costs	351,805	220,024
	Cost of defined contribution scheme	178,029	160,262
		2,926,859	1,928,669
		<u> </u>	

The average number of employees (including directors) during the year was 16 (2016 - 15).

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge amounted to £178,029 (2016 - £160,262). There were no outstanding or prepaid pension contributions at either the beginning or the end of the financial year.

#### 6. Directors' remuneration

20	017 £	2016 £
Directors' emoluments 53,7	'94	50,503
	==	

# Notes to the Financial Statements For the Year Ended 31 March 2017

7.	Taxation		
		2017	2016
	Comparation toy	£	3
	Corporation tax  Current tax on profits for the year	96,175	55,419
		33,173	·
	Adjustments in respect of previous periods	-	(7,330)
	Total current tax	96,175	48,089
	Deferred tax		
	Origination and reversal of timing differences	825	3,399
	Taxation on profit on ordinary activities	97,000	51,488
	Factors affecting tax charge for the year		
	The tax assessed for the year is higher than (2016 - higher than) the stand the UK of 20% (2016 - 20%). The differences are explained below:	ard rate of corpo	ration tax in
		2017	2016
		£	£
	Profit on ordinary activities before tax	305,940	170,969
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	61,188	34,194
	Effects of:		
	Expenses not deductible for tax purposes	34,371	12,997
	Fixed assets depreciation not eligible for capital allowances	1,808	2,571
	Adjustments to tax charge in respect of prior periods	-	(7,330)
	Adjust opening deferred tax to average rate of 20.00%	378	-
	Adjust closing deferred tax to average rate of 20.00%	(745)	(378)
	Deferred tax not recognised prior year	-	9,434
	Total tax charge for the year	97,000	51,488
8.	Dividends		
		2017 £	2016 £
	Dividends paid	-	170,000

Notes to the Financial Statements For the Year Ended 31 March 2017

### 9. Tangible fixed assets

	Long-term leasehold improvements	Motor vehicles	Fixtures and fittings	Office equipment	Works of art	Total
	£	£	3	3	£	£
Cost or valuation						
At 1 April 2016	52,553	69,990	55,479	54,421	48,012	280,455
Additions	3,256	49,950	11,491	34,531	22,753	121,981
Disposals	-	(24,495)	-	-	-	(24,495)
At 31 March 2017	55,809	95,445	66,970	88,952	70,765	377,941
Depreciation						· <del></del>
At 1 April 2016	36,246	33,260	29,395	39,335	-	138,236
Charge owned for the period	16,307	15,841	17,149	17,199		66,496
Disposals	-	(20,539)	-	•	-	(20,539)
At 31 March 2017	52,553	28,562	46,544	56,534	-	184,193
Net book value						
At 31 March 2017	3,256	66,883	20,426	32,418	70,765	193,748
At 31 March 2016	16,307	36,730	26,084	15,086	48,012	142,219

Notes to the Financial Statements For the Year Ended 31 March 2017

10.	Fixed asset investmen	ts		
				Investments in subsidiary companies £
	Cost			
	Additions			38,159
	At 31 March 2017			38,159
	Net book value			
	At 31 March 2017			38,159
	At 31 March 2016			
	Subsidiary undertaking	gs		
	The following were subs	idiary undertakings of the company:		
	Name	Registered office	Proportion or voting rights and common stock held	
	17Capital Americas Inc.	2711 Centerville Road, Suite 400, Wilmingtor Delaware 19808, New Castle County, USA	n, 100 %	Service company
	The aggregate of the sk period ended on that dat	nare capital and reserves as at 31 March 20 <sup>-</sup> e for the subsidiary undertakings were as follo	17 and of the p	rofit or loss for the
			Aggre of si capital rese	nare and
	17Capital Americas Inc	).	38,	536 78,304

#### Notes to the Financial Statements For the Year Ended 31 March 2017

11.	Debtors		
		2017 £	2016 £
	Due after more than one year		
	Other debtors	-	5,946
		2017 £	2016 £
	Due within one year		
	Trade debtors	5,589	187,176
	Amounts owed by group undertakings	8,101	88,657
	Other debtors	1,460,579	207,929
	Prepayments and accrued income	775,131	342,638
	Fund debtors	245,975	253,303
		2,495,375	1,079,703

Included within other debtors due within one year is a loan to a director amounting to £1,155,019 (2016 - £Nil).

### 12. Creditors: Amounts falling due within one year

2017 £	2016 £
126,776	33,805
79,116	-
96,175	55,419
21,901	-
504,606	224,766
525,389	131,193
2,176,331	1,266,780
3,530,294	1,711,963
	126,776 79,116 96,175 21,901 504,606 525,389 2,176,331

#### Notes to the Financial Statements For the Year Ended 31 March 2017

13.	Creditors: Amounts falling due after more than one year		
		2017 £	2016 £
	Other creditors	9,552	5,946
14.	Deferred taxation		
		D	eferred tax £
	At 1 April 2016		(3,399)
	Charged to the profit or loss		(825)
	At 31 March 2017	_	(4,224)
	The provision for deferred taxation is made up as follows:		
		2017 £	2016 £
	Accelerated capital allowances	(4,224)	(3,399)
15.	Share capital		
		2017 £	2016 £
	Allotted, called up and fully paid	_	4-
	1 Ordinary share of £1	1 =	1

### 16. Reserves

### Profit and loss account

Profit and loss account represents cumulative profit and losses, net of dividends paid and other adjustments.

#### Notes to the Financial Statements For the Year Ended 31 March 2017

### 17. Commitments under operating leases

At 31 March 2017 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £	2016 £
Not later than 1 year	158,448	162,725
Later than 1 year and not later than 5 years	22,864	89,375
Total	181,312	252,100

#### 18. Related party transactions

At the Statement of Financial Position date, one of the directors owed the company £1,155,019 (2016 - £Nil). This balance is included within other debtors. There was no interest charged on the loan and it was repaid post year end.

#### 19. Ultimate parent company and parent undertaking of larger group

The directors regard 17 Capital LLP, a Limited Liability Partnership established in the United Kingdom, as the parent entity. There is no ultimate controlling party.

The largest and smallest group in which the results of the company are consolidated is that headed by 17 Capital LLP, incorporated in the United Kingdom. The consolidated accounts of this Limited Liability Partnership are available to the public and may be obtained from the registered office. No other group accounts include the results of this company.

On 1 May 2017 the ultimate parent company changed to 17Capital Newco Limited.