STRATEGIC REPORT, REPORT OF THE DIRECTOR AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2016

FOR

ORBACH AND CHAMBERS LIMITED

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CONTENTS OF THE FINANCIAL STATEMENTS for the Year Ended 30 April 2016

	Page
Company Information	1
Strategic Report	2
Report of the Director	3
Report of the Independent Auditors	4
Statement of Comprehensive Income	6
Statement of Financial Position	7
Statement of Changes in Equity	8
Statement of Cash Flows	9
Notes to the Statement of Cash Flows	10
Notes to the Financial Statements	11
Reconciliation of Equity	16
Reconciliation of Profit	18
Trading and Profit and Loss Account	19

ORBACH AND CHAMBERS LIMITED

COMPANY INFORMATION for the Year Ended 30 April 2016

DIRECTOR:

M E D Chambers

SECRETARY:

T O Gray

REGISTERED OFFICE:

39-41 Parker Street

London WC2B 5PQ

REGISTERED NUMBER:

00969186 (England and Wales)

AUDITORS:

BDA Associates Limited

Statutory Auditor Chartered Accountants Annecy Court

Ferry Works Summer Road Thames Ditton Surrey KT7 0QJ

STRATEGIC REPORT for the Year Ended 30 April 2016

The director presents his strategic report for the year ended 30 April 2016.

REVIEW OF BUSINESS

The company commenced the year with two components: publishing and recruitment. As part of a group restructuring the recruitment business and the freehold property were sold to other Group subsidiary companies on 11th December 2015.

The publishing business enjoyed revenue growth of 11% and an improved gross profit margin despite incurring exceptional costs in the region of £700,000 as a result of some abortive business experiments. During the year the business expanded its research department and also invested heavily in new software.

PRINCIPAL RISKS AND UNCERTAINTIES

The economic outlook continues to vary considerably from territory to territory. The company's diverse portfolio of products and a worldwide customer base does however reduce our exposure to national economic uncertainties.

We are heavily dependent on technology and any incident that compromised this or lead to information loss would adversely affect business operations. To mitigate this risk the business has developed robust security systems and disaster recovery plans which are reviewed and tested on a regular basis.

ON BEHALF OF THE BOARD:

MED Chambers - Director

Date: 2711 January 2017

REPORT OF THE DIRECTOR for the Year Ended 30 April 2016

The director presents his report with the financial statements of the company for the year ended 30 April 2016.

DIVIDENDS

An interim dividend of £1,800 per share was paid on 11 December 2015. The director recommends that no final dividend be paid.

The total distribution of dividends for the year ended 30 April 2016 will be £18,000,001.

DIRECTOR

MED Chambers held office during the whole of the period from 1 May 2015 to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Strategic Report, the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
 - make judgements and accounting estimates that are reasonable and prudent;
 - prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is 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 he 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, BDA Associates Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF.OF THE BOARD:

MED Chambers - Director

Day 77th Junione 2017

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ORBACH AND CHAMBERS LIMITED

We have audited the financial statements of Orbach and Chambers Limited for the year ended 30 April 2016 on pages six to eighteen. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 a Report of the Auditors 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Director to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 April 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 Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ORBACH AND CHAMBERS LIMITED

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

BDA Associa

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Mr Rajesh Amin (Senior Statutory Auditor) for and on behalf of BDA Associates Limited Statutory Auditor
Chartered Accountants
Annecy Court
Ferry Works
Summer Road
Thames Ditton
Surrey

Date: 30 - January 2017

STATEMENT OF COMPREHENSIVE INCOME for the Year Ended 30 April 2016

	* • ·	30.4.16	30.4.15
	Notes	£	£
TURNOVER	2	18,014,694	16,472,138
Cost of sales		11,559,365	10,747,837
GROSS PROFIT		6,455,329	5,724,301
Administrative expenses		1,688,024	1,610,074
		4,767,305	4,114,227
Other operating income		75,498	90,508
OPERATING PROFIT	4	4,842,803	4,204,735
Profit on sale of tangible fixed assets		10,087,029	_
		14,929,832	4,204,735
Interest receivable and similar income		88,216	64,072
PROFIT ON ORDINARY ACTIVITIE	c		
BEFORE TAXATION	S	15,018,048	4,268,807
Tax on profit on ordinary activities	5	<u>893,175</u>	888,176
PROFIT FOR THE FINANCIAL YEAR	R	14,124,873	3,380,631
OTHER COMPREHENSIVE INCOME	E	-	_
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	Ε	14,124,873	3,380,631

STATEMENT OF FINANCIAL POSITION 30 April 2016

		30.4	1.16	30.4	1.15
·	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		117,880		7,448,882
CURRENT ACCETS					
CURRENT ASSETS	0	(050 200		5 750 060	
Debtors	8	6,850,398		5,750,969	
Cash at bank and in hand		23,312,082		21,352,242	
		30,162,480		27,103,211	
CREDITORS		20,102,100		27,103,211	
Amounts falling due within one year	9	2,204,834		2,591,581	
NET CURRENT ASSETS			27,957,646		_24,511,630
TOTAL ACCETS LESS CUDDENT	•				
TOTAL ASSETS LESS CURRENT LIABILITIES			28,075,526		31,960,512
·			20,073,320		31,900,312
PROVISIONS FOR LIABILITIES	10		23,576		33,434
NET ASSETS			28,051,950		31,927,078
CADITAL AND DECEDVES					
CAPITAL AND RESERVES			10.000		10.000
Called up share capital	11		10,000		10,000
Retained earnings	12		28,041,950		31,917,078
SHAREHOLDERS' FUNDS			28,051,950		31,927,078
					21,227,070

The financial statements were approved by the director on 2711. January 2017, and were signed by:

MED Chambers - Director

STATEMENT OF CHANGES IN EQUITY for the Year Ended 30 April 2016

	Called up share capital £	Retained earnings	Total equity
Balance at 1 May 2014	10,000	28,636,447	28,646,447
Changes in equity Dividends Total comprehensive income Balance at 30 April 2015	10,000	(100,000) 3,380,631 31,917,078	(100,000) 3,380,631 31,927,078
Changes in equity Dividends Total comprehensive income	<u> </u>	(18,000,001) 14,124,873	(18,000,001) 14,124,873
Balance at 30 April 2016	10,000	28,041,950	28,051,950

STATEMENT OF CASH FLOWS for the Year Ended 30 April 2016

		30.4.16	30.4.15
N	otes	£	£
Cash flows from operating activities			
Cash generated from operations	1	3,807,163	7,453,609
Tax paid		(833,544)	(1,036,289)
Net cash from operating activities		2,973,619	6,417,320
Cash flows from investing activities			
Purchase of tangible fixed assets		(645,278)	(283,515)
Sale of tangible fixed assets		18,003,000	-
Interest received		88,216	64,072
Net cash from investing activities		17,445,938	(219,443)
Cash flows from financing activities			
Amounts withdrawn by related parties		(58,453)	(35,097)
Amounts withdrawn by group		(406,350)	
Amounts introduced by directors		5,087	5,193
Equity dividends paid		<u>(18,000,001</u>)	(100,000)
Net cash from financing activities		<u>(18,459,717)</u>	(129,904)
Increase in cash and cash equivalents		1,959,840	6,067,973
Cash and cash equivalents at beginning of			
year	2	21,352,242	15,284,269
			
Cash and cash equivalents at end of year	2	23,312,082	21,352,242

NOTES TO THE STATEMENT OF CASH FLOWS for the Year Ended 30 April 2016

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	30.4.16	30.4.15
	£	£
Profit before taxation	15,018,048	4,268,807
Depreciation charges	60,309	42,386
Profit on disposal of fixed assets	(10,087,029)	-
Finance income	(88,216)	(64,072)
	4,903,112	4,247,121
(Increase)/decrease in trade and other debtors	(672,611)	2,124,576
(Decrease)/increase in trade and other creditors	(423,338)	1,081,912
Cash generated from operations	3,807,163	7,453,609

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 30 April 2016

Cash and cash equivalents	30.4.16 £ 23,312,082	1.5.15 £ 21,352,242
Year ended 30 April 2015	30.4.15	1.5.14
Cash and cash equivalents	£ 21,352,242	£ 15,284,269

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 April 2016

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

Turnover

Turnover represents net invoiced sales of goods and services, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings

- 25% on cost

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

2. TURNOVER

The turnover and profit before taxation are attributable to the principal activities of the company.

An analysis of turnover by class of business is given below:

Publishing Recruitment	30.4.16 £ 17,869,192 145,502	30.4.15 £ 16,025,159 446,979
•	18,014,694	16,472,138
An analysis of turnover by geographical market is given below:		
United Kingdom Rest of World	30.4.16 £ 4,283,185 13,731,509	30.4.15 £ 4,584,254 11,887,884
	18,014,694	16,472,138

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 April 2016

3.

4.

5.

for the Year Ended 30 April 2010		
STAFF COSTS		
	30.4.16 £	30.4.15 £
Wages and salaries	8,367,094	7,916,586
Social security costs	872,604	841,181
Other pension costs	45,893	37,525
	9,285,591	8,795,292
The average monthly number of employees during the year was as follows:	30.4.16	30.4.15
	30.4.10	30.4.13
Administration & research		12
Included in wages and salaries are amounts payable to contracted staff of related The average number of service company employees during the year was 253 (20)		ies.
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	30.4.16	30.4.15
	£	£
Depreciation - owned assets	60,309	42,385
Auditors' remuneration	16,000 (73,595)	15,000
Foreign exchange differences	<u>(73,585)</u>	<u>(81,916)</u>
Director's remuneration		-
TAXATION		
Analysis of the tax charge		
The tax charge on the profit on ordinary activities for the year was as follows:		
	30.4.16	30.4.15
Current tax:	£	£
UK corporation tax	915,986	867,588
Over provision in previous year	(12,953)	
Total current tax	903,033	867,588
	> 00,000	007,500
Deferred tax	(9,858)	20,588

UK corporation tax was charged at 20.92% in 2015.

Tax on profit on ordinary activities

888,176

893,175

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 April 2016

5. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Profit on ordinary activities before tax		30.4.16 £ 15,018,048	30.4.15 £ 4,268,807
	Profit on ordinary activities multiplied by the standard rate of tax in the UK of 20% (2015 - 20.918%)	fcorporation	3,003,610	892,949
	Effects of:			
	Expenses not deductible for tax purposes Capital allowances in excess of depreciation		682 (4,537)	544 (25,905)
	Adjustments to tax charge in respect of previous periods Profit on disposal rolled over		(12,953)	-
	Deferred tax movement		(2,017,406) (9,858)	20,588
	Enhanced claim		(66,363)	
	Total tax charge		893,175	<u>888,176</u>
6.	DIVIDENDS			
			30.4.16 £	30.4.15 £
	Ordinary shares of £1 each			
	Interim		18,000,001	100,000
7.	TANGIBLE FIXED ASSETS			
			Fixtures	
		Freehold property	and fittings	Totals
		£	£	£
	COST At 1 May 2015	7,269,773	299,359	7,569,132
	Additions	553,225	92,053	645,278
	Disposals	<u>(7,822,998</u>)	(113,968)	<u>(7,936,966)</u>
	At 30 April 2016		277,444	277,444
	DEPRECIATION			
	At 1 May 2015	-	120,250	120,250
	Charge for year	-	60,309	60,309
	Eliminated on disposal	<u> </u>	(20,995)	(20,995)
	At 30 April 2016	<u></u>	159,564	159,564
	NET BOOK VALUE			
	At 30 April 2016	-	<u>117,880</u>	117,880
	At 30 April 2015	7,269,773	179,109	7,448,882

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 April 2016

8.	DEBTORS: AMOUNTS FALLING DUE	E WITHIN ONE YEAR	
		30.4.16	30.4.15
		£	£
	Trade debtors	3,119,278	3,083,132
	Amounts owed by related parties	64,224	43,756
	Amounts owed by group undertakings	406,350	•
	Other debtors	140,329	194,144
	Prepayments and accrued income	3,120,217	2,429,937
			
		6,850,398	5,750,969
9.	CREDITORS: AMOUNTS FALLING D	UE WITHIN ONE YEAR	
		30.4.16	30.4.15
		£	£
	Trade creditors	588,410	573,917
	Amounts owed to related parties	-	37,985
	Corporation tax	410,823	341,334
	Social security and other taxes	230,559	264,298
	Other creditors	19,631	31,046
	Director's current account	31,763	26,676
	Accruals & deferred income	923,648	1,316,325
	•	2,204,834	2,591,581
10.	PROVISIONS FOR LIABILITIES		
		30.4.16	30.4.15
		£	£
	Deferred tax	23,576	33,434
			Deferred
			tax
			£
	Balance at 1 May 2015		33,434
	Released during year		(9,858)
	Balance at 30 April 2016		23,576
11.	CALLED UP SHARE CAPITAL		
	Allotted, issued and fully paid:		
	Number: Class:	Nominal 30.4.16	30.4.15
	- Citable	value: £	50.4.15 £
	10,000 Ordinary	£1 10,000	10,000
	10,000 Ordinary	21 10,000	10,000

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 April 2016

12. RESERVES

	Retained earnings £
At 1 May 2015 Profit for the year Dividends	31,917,078 14,124,873 _(18,000,001)
At 30 April 2016	28,041,950

13. ULTIMATE PARENT COMPANY

Chambers & Partners Holdings Limited is regarded by the director as being the company's ultimate parent company.

14. RELATED PARTY DISCLOSURES

Included in cost of sales are charges for services from the following companies in which Mr M Chambers is a director and has a 100% interest.

Chambers & Partners Media Limited	£2,256	(2015 - £1,965)
Chambers & Partners Publishing Limited	£15,208	(2015 - £13,249)
Chambers & Partners Services Limited	£65,371	(2015 - £56,950)
Orbach & Chambers Services Limited	£1,973	(2015 - £1,719)
Orbach & Chambers Publishing Limited	£5,192	(2015 - £4,523)

Included in creditors are the following amounts due to these companies:

Chambers & Partners Media Limited	£23,399	(2015 - £24,718)
Chambers & Partners Publishing Limited	£67,319	(2015 - £52,103)
Chambers & Partners Services Limited	£213,838	(2015 - £148,315)
Orbach & Chambers Services Limited	£12,931	(2014 - £12,554)
Orbach & Chambers Publishing Limited	£39,215	(2014 - £33,118)

During the year the company paid management fees to Chambers & Partners of £50,000 (2015 - £50,000) a business in which Mr M Chambers is the sole proprietor

RECONCILIATION OF EQUITY 1 May 2014 (DATE OF TRANSITION TO FRS 102)

		UK GAAP	Effect of transition to FRS 102	FRS 102
	Notes	£	£	£
FIXED ASSETS Tangible assets		7,207,752		7,207,752
CURRENT ASSETS				
Debtors		5,517,949	-	5,517,949
Prepayments and accrued income		2,322,500	-	2,322,500
Cash at bank and in hand		15,284,269	<u> </u>	15,284,269
		23,124,718		23,124,718
CREDITORS				
Amounts falling due within one year		(1,673,177)	<u> </u>	(1,673,177)
NET CURRENT ASSETS		21,451,541		21,451,541
TOTAL ASSETS LESS CURRENT				
LIABILITIES		28,659,293	-	28,659,293
PROVISIONS FOR LIABILITIES		(12,846)	<u> </u>	(12,846)
NET ASSETS		28,646,447	-	28,646,447
CAPITAL AND RESERVES				
Called up share capital		10,000	-	10,000
Retained earnings		28,636,447	 .	28,636,447
SHAREHOLDERS' FUNDS		28,646,447	<u>-</u>	28,646,447

RECONCILIATION OF EQUITY - continued 30 April 2015

		UK GAAP	Effect of transition to FRS 102	FRS 102
	Notes	£	£	£
FIXED ASSETS Tangible assets		7,448,882	<u>-</u>	7,448,882
CURRENT ASSETS				
Debtors		5,750,969	-	5,750,969
Cash at bank and in hand		21,352,242		21,352,242
		27,103,211		27,103,211
CREDITORS Amounts falling due within one year		(2,591,581)		(2,591,581)
NET CURRENT ASSETS		24,511,630	<u>·</u>	24,511,630
TOTAL ASSETS LESS CURRENT LIABILITIES		31,960,512	-	31,960,512
PROVISIONS FOR LIABILITIES		(33,434)	-	(33,434)
NET ASSETS		31,927,078	-	31,927,078
CAPITAL AND RESERVES Called up share capital Retained earnings		10,000 31,917,078	<u>-</u>	10,000 31,917,078
SHAREHOLDERS' FUNDS		31,927,078	<u>=</u>	31,927,078

RECONCILIATION OF PROFIT for the Year Ended 30 April 2015

	UK GAAP	Effect of transition to FRS 102 £	FRS 102
TURNOVER	£ 16,472,138	I.	16,472,138
		-	
Cost of sales	(10,747,837)		(10,747,837)
GROSS PROFIT	5,724,301	-	5,724,301
Administrative expenses	(1,610,074)	-	(1,610,074)
Other operating income	90,508	<u>-</u>	90,508
OPERATING PROFIT	4,204,735	_	4,204,735
Interest receivable and similar income	64,072	_ 	64,072
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION	4,268,807	_	4,268,807
Tax on profit on ordinary activities	(888,176)		(888,176)
PROFIT FOR THE FINANCIAL YEAR	3,380,631	-	3,380,631