

# Clifton Down Corporate Finance Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 March 2019

Pages for filing with Registrar

## Clifton Down Corporate Finance Limited

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## Clifton Down Corporate Finance Limited

### Company Information

**Directors** A E Kenny  
S M F Kenny

**Registered office** Avonbank  
Clifton Down  
Bristol  
BS8 3HT

**Registered number** 08013310

**Accountants** Corrigan Accountants Limited  
The Tramshed  
25 Lower Park Row  
Bristol  
BS1 5BN

**Clifton Down Corporate Finance Limited****(Registration number: 08013310)****Balance Sheet as at 31 March 2019**

	Note	2019 £	2018 £
<b>Fixed assets</b>			
Tangible assets	<a href="#">5</a>	371	2,121
Investments	<a href="#">4</a>	7,116,955	5,478,487
		<hr/> 7,117,326	<hr/> 5,480,608
<b>Current assets</b>			
Debtors	<a href="#">6</a>	390,959	557,987
Cash at bank and in hand		186,775	172,790
		<hr/> 577,734	<hr/> 730,777
<b>Creditors:</b> Amounts falling due within one year	<a href="#">7</a>	(5,640)	(3,720)
		<hr/> 572,094	<hr/> 727,057
<b>Net current assets</b>			
		7,689,420	6,207,665
<b>Total assets less current liabilities</b>			
<b>Creditors:</b> Amounts falling due after more than one year	<a href="#">7</a>	(4,156,720)	(2,930,781)
<b>Provisions for liabilities</b>		-	(5,644)
		<hr/> 3,532,700	<hr/> 3,271,240
<b>Net assets</b>			
<b>Capital and reserves</b>			
Called up share capital		100	100
Other reserves		633,389	350,575
Profit and loss account		2,899,211	2,920,565
		<hr/> 3,532,700	<hr/> 3,271,240
Total equity		<hr/> <hr/> 3,532,700	<hr/> <hr/> 3,271,240

The notes on pages [4](#) to [10](#) form an integral part of these financial statements.

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**Clifton Down Corporate Finance Limited**

**(Registration number: 08013310)**

**Balance Sheet as at 31 March 2019 (continued)**

For the financial year ending 31 March 2019 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

These financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime and the option not to file the Profit and Loss Account has been taken.

Approved and authorised for issue by the Board on 29 January 2020 and signed on its behalf by:

A E Kenny

Director

The notes on pages [4](#) to [10](#) form an integral part of these financial statements.  
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## **Clifton Down Corporate Finance Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2019**

#### **1 Statutory information**

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Avonbank  
Clifton Down  
Bristol  
BS8 3HT

#### **2 Accounting policies**

##### **Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

##### **Statement of compliance**

These financial statements have been prepared in compliance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in pounds sterling which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

##### **Revenue recognition**

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities. Turnover is shown net of value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured; and  
it is probable that future economic benefits will flow to the entity.

##### **Foreign currency transactions and balances**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet 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.

## Clifton Down Corporate Finance Limited

### Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)

#### 2 Accounting policies (continued)

##### Tax

The tax expense comprises current tax and deferred tax. Tax is recognised in profit and loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current corporation tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

##### Deferred tax

Deferred corporation tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred corporation tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

##### Tangible fixed assets

Tangible fixed assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation.

The cost of tangible fixed assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, as follows:

Furniture and fittings	25% on cost
Office equipment	25% on cost

##### Investments

Investments are recognised initially at transaction price excluding transaction costs. Subsequently, they are measured at fair value through profit or loss if the shares are publicly traded or their fair value can otherwise be measured reliably. Other investments are measured at cost less impairment.

##### Impairment of non-financial assets

The company assesses at each reporting date whether an asset may be impaired. If any such indication exists the company estimates the recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment in profit and loss.

An impairment loss recognised for all assets is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.





## **Clifton Down Corporate Finance Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)**

#### **2 Accounting policies (continued)**

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits.

##### **Trade debtors**

Trade debtors are recognised initially at the transaction price. They are subsequently measured, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

##### **Loans receivable**

Loans receivable are initially recognised at transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest rate method and the fair value is recognised through profit or loss, less impairment.

##### **Trade creditors**

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Borrowings**

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the profit and loss account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

##### **Dividends**

Dividends distributed to the company's shareholders are recognised as a liability in the reporting period in which the dividends are declared.

**Clifton Down Corporate Finance Limited****Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)****2 Accounting policies (continued)****Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense.

The cost of any unused holiday entitlement is recognised in the period in which the employees' services are received.

**3 Staff numbers**

The average number of persons employed by the company (including directors) during the year, was 2 (2018 - 1).

**4 Investments**

	<b>Listed investments at fair value £</b>	<b>Unlisted investments at fair value £</b>	<b>Unlisted investments at cost £</b>	<b>Total £</b>
<b>Cost or valuation</b>				
At 1 April 2018	1,943,912	659,322	2,875,253	5,478,487
Additions	2,141,777	1,120,159	-	3,261,936
Fair value adjustments	(131,529)	(134,210)	-	(265,739)
Disposal of investments	(1,357,729)	-	-	(1,357,729)
At 31 March 2019	<u>2,596,431</u>	<u>1,645,271</u>	<u>2,875,253</u>	<u>7,116,955</u>
<b>Impairment</b>				
At 1 April 2018	-	-	-	-
At 31 March 2019	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Carrying amount</b>				
At 31 March 2019	<u>2,596,431</u>	<u>1,645,271</u>	<u>2,875,253</u>	<u>7,116,955</u>
At 31 March 2018 (restated)	<u>1,943,912</u>	<u>659,322</u>	<u>2,875,253</u>	<u>5,478,487</u>

**Clifton Down Corporate Finance Limited****Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)****4 Investments (continued)**

Cost or valuation at the Balance Sheet date is represented by:

	2019	2,018
	£	£
Listed securities	2,596,431	1,943,912
Unlisted securities	1,645,272	659,322
Investments at valuation	<u>4,241,703</u>	<u>2,603,234</u>
Historical cost	<u>4,385,868</u>	<u>2,404,872</u>

The fair value of listed investments at the balance sheet date have been determined by Charles Stanley & Co Limited.

Where their fair value can be reliably estimated, the fair value of unlisted investments at the balance sheet date has been determined by Connection Capital LLP, Maven Capital Partners and Ethos Partners.

Other unlisted investments are held at cost less impairment as the fair value cannot be reliably determined.

During the prior year, an investment in an unlisted entity was restructured. Interest bearing loan notes of £4,750,000 were cancelled and replaced with £1,583,333 £1 Ordinary Shares and £3,166,667 nil coupon convertible loan notes.

The Ordinary Shares have been recognised as a fixed asset investment and the loan notes as a loan receivable (see note 8). As the loan notes interest rate is lower than market rate, the difference of £1,291,919 between the principal loan amount and the discounted present value of the loan notes has been recognised as a fixed asset investment.

An impairment loss against the loan receivable of £nil (2018: £1,006,832) has been recognised in profit or loss during the period. The directors believe this is necessary due to the poor performance of the investment, decreasing the likelihood of the full repayment of the loan notes.

**Clifton Down Corporate Finance Limited****Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)****5 Tangible fixed assets**

	<b>Furniture and fittings £</b>	<b>Office equipment £</b>	<b>Total £</b>
<b>Cost</b>			
At 1 April 2018	12,498	994	13,492
At 31 March 2019	12,498	994	13,492
<b>Depreciation</b>			
At 1 April 2018	10,377	994	11,371
Charge for the year	1,750	-	1,750
At 31 March 2019	12,127	994	13,121
<b>Carrying amount</b>			
At 31 March 2019	371	-	371
At 31 March 2018	2,121	-	2,121

**6 Debtors**

	<b>2019 £</b>	<b>2018 £</b>
Trade debtors	8,640	-
Other debtors	105,000	-
Loans receivable	241,456	528,642
Accrued income	12,359	10,400
Corporation tax	23,504	18,945
	<u>390,959</u>	<u>557,987</u>

**Details of non-current trade and other debtors**

£241,456 (2018 -£528,640) of Loans receivable is classified as non current. See Note 6 for additional information regarding this balance.

**Clifton Down Corporate Finance Limited****Notes to the Financial Statements for the Year Ended 31 March 2019 (continued)****7 Creditors**

	Note	2019 £	2018 £
<b>Amounts falling due within one year</b>			
Social security and other taxes		-	598
VAT		2,640	1,672
Accruals		3,000	1,450
		<u>5,640</u>	<u>3,720</u>
<b>Due after one year</b>			
Directors' loan accounts		<u>4,156,720</u>	<u>2,930,781</u>

**8 Share capital****Allotted, called up and fully paid shares**

	2019		2018	
	No.	£	No.	£
Ordinary shares of £1 each	100	100	100	100

**9 Financial commitments, guarantees and contingencies****Amounts not provided for in the balance sheet**

As part of the consideration for the disposal of the shares held in Hall and Kay Fire Limited in the year ended 31 March 2017, the company has a right to receive deferred consideration calculated with reference to growth in profits of Integral UK Holdings Limited by the end of the financial year ending on 31 December 2018. At the balance sheet date, this amount could not be reasonably quantified.