Company Number 09592225

Tmill UK Limited

Annual Report - 31 May 2016

Tmill UK Limited
Directors' report
31 May 2016

The directors present their report, together with the financial statements, on the company for the period ended 31 May 2016.

Directors
The following persons were directors of the company during the whole of the financial period and up to the date of this report, unless otherwise stated:

Sudhanshu Agarwal (appointed 14 May 2015)
Duncan Innes Spence Anderson (appointed 3 September 2015)
Geoffrey Walsh (appointed 3 September 2015, resigned 7 September 2016)

Going concern
During the period to 31 May 2016 the company was in start up and obtained financial support from Tickmill limited, a company owned by common control. Tmill UK Limited were authorised by the FCA on 29 July 2016 and began trading under there authorised permissions on 11 November 2016. For this reason these financial statements have been prepared on a going concern basis.

Dividends
There were no dividends paid, recommended or declared during the current financial period.

Review of operations
The loss for the company after providing for income tax amounted to £1,771.

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the company during the financial period.

Matters subsequent to the end of the financial period
No matter or circumstance has arisen since 31 May 2016 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.

Likely developments and expected results of operations
Information on likely developments in the operations of the company and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the company.

Environmental regulation
The company is not subject to any significant environmental regulation.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

This report is made in accordance with a resolution of directors.

On behalf of the directors

Duncan Anderson

20 January 2017

Tmill UK Limited
Statement of profit or loss and other comprehensive income
For the period ended 31 May 2016

	Note	2016 £
Expenses		
Administrative expenses	4	(1,771)
Total expenses		(1,771)
Loss before income tax expense		(1,771)
Income tax expense	6	-
Loss after income tax expense for the period attributable to the owners of Tmill UK Limited	10	(1,771)
Other comprehensive income for the period, net of tax		-
Total comprehensive income for the period attributable to the owners of Tmill UK Limited		(1,771)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Tmill UK Limited
Statement of financial position
As at 31 May 2016

	Note	2016
		£
Assets		
Current assets		
Trade and other receivables	7	3,729
Total current assets		3,729
Total assets		3,729
Liabilities		
Current liabilities		
Trade and other payables	8	4,500
Total current liabilities		4,500
Total liabilities		4,500
Net liabilities		(771)
Equity		
Issued capital	9	1,000
Accumulated losses	10	(1,771)
Total deficiency in equity		(771)

For the period to 31 May 2016 the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Duncan Anderson

20 January 2017

The above statement of financial position should be read in conjunction with the accompanying notes

Tmill UK Limited
Statement of changes in equity
For the period ended 31 May 2016

	Issued capital £	Retained profits £	Total deficiency in equity £
Balance at 14 May 2015	-	-	-
Loss after income tax expense for the period	-	(1,771)	(1,771)
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive income for the period	-	(1,771)	(1,771)
Issued share capital	1,000	-	1,000
Balance at 31 May 2016	1,000	(1,771)	(771)

The above statement of changes in equity should be read in conjunction with the accompanying notes

Tmill UK Limited
Statement of cash flows
For the period ended 31 May 2016

	Note	2016 £
Cash flows from operating activities		
Loss before income tax expense for the period		(1,771)
Change in operating assets and liabilities:		
Increase in trade and other receivables		(3,729)
Increase in trade and other payables		4,500
Net cash used in operating activities		(1,000)
Cash flows from investing activities		
Net cash from investing activities		-
Cash flows from financing activities		
Proceeds from issue of shares	9	1,000
Net cash from financing activities		1,000
Net increase in cash and cash equivalents		-
Cash and cash equivalents at the beginning of the financial period		-
Cash and cash equivalents at the end of the financial period		-

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General information

Country of incorporation and principal activity
The company was incorporated in the United Kingdom 14 May 2015 as a private limited liability company. The company operates in the United Kingdom and its principal place of business is 1 Fore Street, London, England, EC2Y 9DT.

At the 31 May 2016 the company had not yet started trading.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below.

New, revised or amending Accounting Standards and Interpretations adopted
The company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the International Accounting Standards Board ('IASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern
The directors regularly review the performance of the company against forecasts to ensure that they are able to react on a timely basis to opportunities and issues as they arise. The company had a loss for the period ended 31 May 2016. The directors are of the opinion that the company will remain a going concern for the foreseeable future.

Basis of preparation
These general purpose financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS'), as adopted by the European Union (EU).

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Note 2. Significant accounting policies (continued)

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Trade and other receivables
Other receivables are recognised at amortised cost, less any provision for impairment.

Trade and other payables
These amounts represent liabilities for goods and services provided to the company prior to the end of the financial period and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 31 May 2016. The company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the company, are set out below.

Note 2. Significant accounting policies (continued)

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of IFRS 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The company will adopt this standard from 1 January 2018 but the impact of its adoption is yet to be assessed by the company.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Provision for impairment of receivables
The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtor's financial position.

Fair value measurement hierarchy
The company is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 4. Administrative expenses

	2016
	£
Rent paid under operating leases	8,610
Printing	16
Audit and accountancy fees	4,500
Subscriptions	35
Expenses borne by related parties	(11,390)
	1,771

Note 5. Staff costs

The company had no employees other than directors during the period.

The company's directors received Nil remuneration during the year.

Note 6. Income tax

	2016
	£
Numerical reconciliation of income tax expense and tax at the statutory rate	
Loss before income tax expense	(1,771)
Tax at the statutory tax rate of 20%	(354)
Current period tax losses not recognised	354
Income tax expense	-

Note 7. Current assets - trade and other receivables

	2016
	£
Other receivables	3,625
Prepayments	104
	3,729

Note 8. Current liabilities - trade and other payables

	2016
	£
Other payables	4,500

Refer to note 12 for further information on financial instruments.

Note 9. Equity - issued capital

		2016
	Shares	£
Ordinary shares - unpaid of £1 each	1,000	1,000

Note 9. Equity - issued capital (continued)

During the year 1,000 ordinary shares with a nominal value of £1 each were issued at par.

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Capital risk management
The company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital risk management policy remains unchanged from the date of the Annual Report.

Note 10. Equity - accumulated losses

	2016
	£
Retained profits at the beginning of the financial period	-
Loss after income tax expense for the period	(1,771)
Accumulated losses at the end of the financial period	(1,771)

Note 11. Equity - dividends

There were no dividends paid, recommended or declared during the current financial period.

Note 12. Financial instruments

Financial risk management objectives
The company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The company considers the use of derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the company and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the company's operating units. Finance reports to the Board on a monthly basis.

The company's financial assets and liabilities shown below are all values at amortised cost (other than other financial liabilities)

Note 12. Financial instruments (continued)

	2016 £
Financial assets (current)	
Trade and other receivables	3,729
Financial liabilities (current)	
Accruals (other financial liability)	4,500

Market risk

Foreign currency risk
The company is not exposed to any foreign currency risk. All assets and liabilities held are denominated in GBP.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company has no significant credit risk.

The carrying amount of the financial assets represents the maximum credit exposure of the company.

Liquidity risk
Vigilant liquidity risk management requires the company to maintain sufficient liquid assets to be able to pay debts as and when they become due and payable.

The company manages liquidity risk by monitoring forecast cash flows and ensuring that adequate available borrowing facilities are maintained

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 13. Commitments

	2016 £
Operating lease commitments at the reporting date but not recognised as liabilities, payable:	
Within one year	1,750

Operating lease arrangements for property are for a period of one month. The property lease contains clauses for period reassessment of rentals payable.

Note 14. Related party transactions

Transactions with related parties
During the period Tickmill Limited, a company related by common control, bore expenses to the value of £11,390 on behalf of Tmill UK Limited.

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the reporting date.

Loans to/from related parties
The aggregate remuneration of the company management and other members of key management personnel during the year was nil.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 15. Events after the reporting period

No matter or circumstance has arisen since 31 May 2016 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.