

CLIFTON COMPLIANCE SERVICES LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2018



CLIFTON COMPLIANCE SERVICES LTD

COMPANY INFORMATION

DIRECTORS

E Organ
A Carty

COMPANY SECRETARY

T Chambers

REGISTERED NUMBER

06529425

REGISTERED OFFICE

The Pavilions
Eden Park
Ham Green

INDEPENDENT AUDITORS

Bishop Fleming LLP
Chartered Accountants & Statutory Auditors
16 Queen Square
Bristol
BS1 4NT

CLIFTON COMPLIANCE SERVICES LTD

CONTENTS

	Page
Directors' report	1 - 2
Directors' responsibilities statement	3
Independent auditors' report	4 - 6
Statement of comprehensive income	7
Statement of financial position	8
Statement of changes in equity	9
Notes to the financial statements	10 - 15

CLIFTON COMPLIANCE SERVICES LTD

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 APRIL 2018**

The directors present their report and the financial statements for the year ended 30 April 2018.

PRINCIPAL ACTIVITY

The company's principal activity continues to be that of financial advisors.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £87,656 (2017: £78,987).

The dividends paid in the year were £80,000 (2017: £75,000). No further dividend is recommended.

DIRECTORS

The directors who served during the year were:

E Organ
A Carty

FUTURE DEVELOPMENTS

The directors do not envisage any significant change in the development of the business for the foreseeable future.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

CLIFTON COMPLIANCE SERVICES LTD

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2018**

AUDITORS

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

SMALL COMPANIES NOTE

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

E Organ
Director

Date:  2/2/18

The Pavilions
Eden Park
Ham Green

CLIFTON COMPLIANCE SERVICES LTD

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 30 APRIL 2018**

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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments 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;
- 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 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.

CLIFTON COMPLIANCE SERVICES LTD

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CLIFTON COMPLIANCE SERVICES LTD

OPINION

We have audited the financial statements of Clifton Compliance Services Ltd (the 'Company') for the year ended 30 April 2018, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2018 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.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are Independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

CLIFTON COMPLIANCE SERVICES LTD

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CLIFTON COMPLIANCE SERVICES LTD (CONTINUED)

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 the 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 in relation to which 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

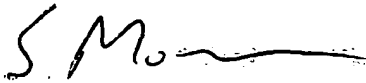
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

CLIFTON COMPLIANCE SERVICES LTD

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CLIFTON COMPLIANCE SERVICES LTD (CONTINUED)

USE OF OUR REPORT

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 Auditors' 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.



Simon Morrison FCA (Senior statutory auditor)
for and on behalf of
Bishop Fleming LLP
Chartered Accountants
Statutory Auditors
16 Queen Square
Bristol
BS1 4NT
Date: 1/11/2018

CLIFTON COMPLIANCE SERVICES LTD

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2018**

	Note	2018 £	2017 £
Turnover	4	97,213	94,565
GROSS PROFIT		97,213	94,565
Administrative expenses		(9,557)	(15,578)
PROFIT FOR THE FINANCIAL YEAR		87,656	78,987

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2018 (2017: £NIL).

The notes on pages 10 to 15 form part of these financial statements.

CLIFTON COMPLIANCE SERVICES LTD
REGISTERED NUMBER:06529425

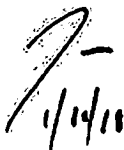
STATEMENT OF FINANCIAL POSITION
AS AT 30 APRIL 2018

	Note	2018 £	2017 £
CURRENT ASSETS			
Debtors: amounts falling due within one year	9	165,364	197,279
Cash at bank and in hand	10	2,468	25,738
		<u>167,832</u>	<u>223,017</u>
Creditors: amounts falling due within one year	11	(25,640)	(88,481)
		<u>142,192</u>	<u>134,536</u>
NET CURRENT ASSETS		142,192	134,536
TOTAL ASSETS LESS CURRENT LIABILITIES		142,192	134,536
NET ASSETS		142,192	134,536
CAPITAL AND RESERVES			
Called up share capital	13	20,000	20,000
Profit and loss account	14	122,192	114,536
		<u>142,192</u>	<u>134,536</u>

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

E Organ
Director

Date:



The notes on pages 10 to 15 form part of these financial statements.

CLIFTON COMPLIANCE SERVICES LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2017	20,000	114,536	134,536
Profit for the year	-	87,656	87,656
Dividends: Equity capital	-	(80,000)	(80,000)
AT 30 APRIL 2018	20,000	122,192	142,192

The notes on pages 10 to 15 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2016	20,000	110,549	130,549
Profit for the year	-	78,987	78,987
Dividends: Equity capital	-	(75,000)	(75,000)
AT 30 APRIL 2017	20,000	114,536	134,536

The notes on pages 10 to 15 form part of these financial statements.

CLIFTON COMPLIANCE SERVICES LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

1. GENERAL INFORMATION

Clifton Compliance Services Limited is a limited liability company incorporated in England and Wales. The registered office is The Pavilions, Eden Park, Ham Green, Bristol, BS20 0DD.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK 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 judgment in applying the Company's accounting policies (see note 3).

2.2 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 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Clifton Asset Management PLC as at 30 April 2018 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

2.3 REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

CLIFTON COMPLIANCE SERVICES LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

2. ACCOUNTING POLICIES (continued)

2.4 DEBTORS

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 CREDITORS

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 FINANCIAL INSTRUMENTS

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.8 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.

**3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no critical accounting judgments or estimates adopted by management applicable to the company.

4. TURNOVER

The whole of the turnover is attributable to financial advisory service

All turnover arose within the United Kingdom.

CLIFTON COMPLIANCE SERVICES LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

5. OPERATING PROFIT

During the year, no directors received any emoluments (2017: £NIL).

6. EMPLOYEES

The company has no employees other than the directors, who did not receive any remuneration (2017: £NIL).

7. TAXATION

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 20%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	<u>87,656</u>	<u>78,987</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017: 20%)	16,655	15,797
EFFECTS OF:		
Group relief	(16,655)	(15,797)
TOTAL TAX CHARGE FOR THE YEAR	<u> </u>	<u> </u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

CLIFTON COMPLIANCE SERVICES LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

8. DIVIDENDS

	2018 £	2017 £
Dividends paid on equity capital	80,000	75,000
	<u>80,000</u>	<u>75,000</u>

9. DEBTORS

	2018 £	2017 £
Trade debtors	110,154	197,279
Amounts owed by group undertakings	40,677	-
Other debtors	14,533	-
	<u>165,364</u>	<u>197,279</u>

10. CASH AND CASH EQUIVALENTS

	2018 £	2017 £
Cash at bank and in hand	2,468	25,738
	<u>2,468</u>	<u>25,738</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £	2017 £
Trade creditors	17,506	-
Amounts owed to group undertakings	-	88,426
Other creditors	8,134	55
	<u>25,640</u>	<u>88,481</u>

CLIFTON COMPLIANCE SERVICES LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

12. FINANCIAL INSTRUMENTS

	2018 £	2017 £
FINANCIAL ASSETS		
Financial assets that are debt instruments measured at amortised cost	<u>167,832</u>	<u>223,017</u>
FINANCIAL LIABILITIES		
Financial liabilities measured at amortised cost	<u>(25,640)</u>	<u>(88,481)</u>

Financial assets measured at amortised cost comprise trade debtors and cash at bank and in hand

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

13. SHARE CAPITAL

	2018 £	2017 £
ALLOTTED, CALLED UP AND FULLY PAID		
20,000 (2017: 20,000) Ordinary shares shares of £1.00 each	<u>20,000</u>	<u>20,000</u>

14. RESERVES

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

15. CONTINGENT LIABILITIES

The company has undertaken to cross guarantee unconditionally the bank borrowings of Clifton Wealth Limited, Morgan Lloyd Administration Limited, Morgan Lloyd SIPP Services Limited, Clifton Asset Management PLC, Morgan Lloyd Trustees Limited, Morgan Lloyd SIPP Trustees Limited and Clifton Consulting Limited. At 30 April 2018 the amount of these borrowings was £325,652 (2017: £270,880).

16. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption provided in FRS 102 (section 33) to not disclose transactions with group entities.

CLIFTON COMPLIANCE SERVICES LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2018**

17. CONTROLLING PARTY

The ultimate parent company is Clifton Asset Management PLC, a company incorporated in England and Wales.

The group financial statements disclose the remuneration paid to the auditors for provision of audit and non audit services.

Copies of the group financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.