

Octopus Administrative Services Limited

Annual report and financial statements

For the year ended 30 April 2019

Registered number: 03974202



COMPANY INFORMATION

Directors	C R Hulatt S A Rogerson P S Latham (appointed 13 June 2019)
Company Secretary	P Kanani
Company Number	03974202
Registered Office	6 th Floor, 33 Holborn London EC1N 2HT
Auditor	Deloitte LLP 1 New Street Square London EC4A 3HQ
Bankers	HSBC plc 31 Holborn London EC1N 2HR

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DIRECTORS' REPORT

For the year ended 30 April 2019

The directors present their annual report on the affairs of Octopus Administrative Services Limited ("the Company"), together with the financial statements and auditor's report, for the year ended 30 April 2019.

Directors

The directors who served throughout the year were as follows:

C R Hulatt

S A Rogerson

P S Latham (appointed on 13 June 2019)

Director's indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Small companies' exemptions

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Future developments

Details of future developments can be found in the Strategic Report on page 6.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term.

Approved by the Board and signed on its behalf by:



C R Hulatt

Director

19 November 2019

Registered Office: 6th Floor, 33 Holborn, London, EC1N 2HT

DIRECTORS' RESPONSIBILITIES STATEMENT

For the year ended 30 April 2019

The directors are responsible for preparing the annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 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.

STRATEGIC REPORT

For the year ended 30 April 2019

Principal activities

The principal activity of the Company during the year was that of a holding company.

Business review and key performance indicators

The results for the Company show a post-tax profit of £5,734,914 for the year (2018 loss: £1,846,782 after a one-off impairment of £5,200,000) and turnover of £6,472,680 for the year (2018: £5,074,872). Tax was £1,113,672 in the year (2018: £930,760).

Principal risks and uncertainties

The directors identify, assess and manage risks associated with the Company's business objectives and strategy. Risks arise from external sources, those which are inherent commercial risks in the market place and business and from operational risks contained within the systems and processes employed within the business.

External Risks

External risks can arise from changes to the political, legal and regulatory environment within which the Company's investments resides. The Directors and relevant investment teams ensure that they have a detailed understanding of the political, legal and regulatory environments, and that the Company holds a diversified portfolio of investments.

Brexit

The Company has considered the effect on the activities performed following the exit of the UK from the European Union. Although the outcome is unclear, the conclusion was that the current business model would be sustainable in the event of a Hard Brexit, and the Directors do not consider that there would be a material impact to the financial statements as the majority of our products and investors are UK based.

Operational Risk

Operational risk arises from a weakness or failure in a business's systems and controls. Octopus relies on efficient and well-controlled processes. The potential impact and likelihood of processes failing, and operational risk materialising is assessed on a regular basis. Where these likelihoods are felt to be outside of the directors' appetite for risk, management actions and/or control improvements are identified in order to bring each potential risk back to within acceptable levels. Octopus also has a disaster recovery plan in place covering current business requirements.

Business Risk

The majority of the Company's revenues are derived from interest and dividend income depending upon the performance of the underlying investments. Octopus operates in the highly competitive financial services market. This encompasses issues such as the availability of assets for investment across the industry and reputational issues that affect the sector as a whole.

The reputation of the business is one of Octopus' most important assets since it operates in an industry where customer trust and confidence are key. There is a system of internal controls which seek to ensure that events which would damage the reputation of the business are prevented. Management is active in seeking knowledge on changes to the business environment which may have an impact on the way Octopus does business.

STRATEGIC REPORT (continued)

For the year ended 30 April 2019

Future developments

The directors expect the general level of activity and growth to remain consistent with 2019 in the forthcoming year. This is as a result of no changes to the running of the Company.

Approved by the Board and signed on its behalf by:



C R Hulatt
Director
19 November 2019

Registered Office:
33 Holborn
London, EC1N 2HT

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS ADMINISTRATIVE SERVICES LIMITED

Opinion

In our opinion the financial statements of Octopus Administrative Services Limited (the 'Company'):

- give a true and fair view of the state of the company's affairs as at 30 April 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 13.

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).

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 auditor's 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 UK, including the Financial Reporting Council's (the 'FRC'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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

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 auditor's 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 respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS ADMINISTRATIVE SERVICES LIMITED (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

Auditor's 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 auditor's 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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

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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

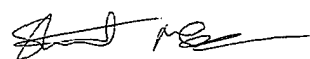
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law 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 take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS ADMINISTRATIVE SERVICES LIMITED (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 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.



Stuart McLaren (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
20 November 2019

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2019

	Notes	2019 £	2018 £
TURNOVER	2	6,472,680	5,074,872
Administrative expenses		(1,698,018)	(2,796,473)
OPERATING PROFIT		<u>4,774,662</u>	<u>2,278,399</u>
Change in fair value of investments		1,387,451	1,052,887
Impairment of financial assets	7	-	(5,200,000)
Gain on disposal of fixed asset		686,473	952,692
OPERATING PROFIT/(LOSS) BEFORE TAXATION	3	<u>6,848,586</u>	<u>(916,022)</u>
Tax on profit/(loss)	6	(1,113,672)	(930,760)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<u>5,734,914</u>	<u>(1,846,782)</u>

All amounts relate to continuing operations. There were no items of other comprehensive income in the current or prior year other than the profit for the year and, accordingly, no statement of other comprehensive income is presented.

The notes on pages 14 to 22 form part of these financial statements.

BALANCE SHEET

At 30 April 2019

	Notes	2019 £	2018 £
FIXED ASSETS			
Subsidiaries	7	15,727,510	14,657,510
Associates and joint ventures	7	3,810,995	3,810,995
Financial Assets	7	8,380,330	7,259,629
		<u>27,918,835</u>	<u>25,728,134</u>
CURRENT ASSETS			
Debtors due within one year	8	2,071,630	363,455
Debtors due after one year	8	7,864,184	4,102,914
Financial Assets	7	2,666,978	3,407,609
Cash at bank		752,556	60,811
CREDITORS: amounts falling due within one year	9	<u>(44,500,329)</u>	<u>(42,623,983)</u>
NET CURRENT LIABILITIES		<u>(31,144,981)</u>	<u>(34,689,194)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(3,226,146)</u>	<u>(8,961,060)</u>
NET LIABILITIES		<u>(3,226,146)</u>	<u>(8,961,060)</u>
CAPITAL AND RESERVES			
Called up share capital	10	1	1
Profit and loss account		<u>(3,226,147)</u>	<u>(8,961,061)</u>
SHAREHOLDER'S DEFICIT		<u>(3,226,146)</u>	<u>(8,961,060)</u>

The financial statements of Octopus Administrative Services Limited (registered number: 03974202) were approved by the Board of Directors and authorised for issue on 19 November 2019. They were signed on its behalf by:



C R Hulatt
Director

The notes on pages 14 to 22 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2019

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 30 April 2017	1	(7,114,279)	(7,114,278)
Loss for the financial year	-	(1,846,782)	(1,846,782)
At 30 April 2018	1	(8,961,061)	(8,961,060)
Profit for the financial year	-	5,734,914	5,896,914
At 30 April 2019	1	(3,226,147)	(3,064,146)

The notes on pages 14 to 22 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2019

1. Accounting Policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

General information

Octopus Administrative Services Limited is a company incorporated in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 6.

The functional currency of Octopus Administrative Services Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements are also presented in pounds sterling.

Basis of accounting and preparation of financial statements

The financial statements have been prepared under the historical cost convention modified to include certain items at fair value and in accordance with Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its ultimate parent, Octopus Capital Limited, which may be obtained from the Secretary, Octopus Capital Limited, 6th floor 33 Holborn, London, EC1N 2HT. Exemptions have been taken in these Company financial statements in relation to the presentation of a cash flow statement, financial instruments and related party transactions with other group entities.

Going concern

During the period ended 30 April 2019, the company reported a profit after tax of £5,734,914 (2018 loss: £1,846,782) and at that date had net liabilities of £3,226,146 (2018: £8,961,060). In view of these results, the Directors have carefully considered the most appropriate basis for preparing these statutory financial statements. At the date of approving these financial statements, the Company has obtained a letter from Octopus Capital Limited, confirming that they will continue to satisfy any outstanding liabilities which the Company may incur in its normal course of business and may not be able to satisfy themselves as and when they fall due, for a period of at least twelve months from the date that these financial statements will be signed. Based on the availability of this support, the Board is satisfied that it is appropriate to prepare the financial statements on the basis that the Company is a going concern.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

1. Accounting Policies (continued)

Critical judgements in applying the accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

i. Investment valuations

Investments are recorded at fair value or at amounts whose carrying values approximate fair value. While valuations of investments are based on assumptions that the Company believes are reasonable under the circumstances, the actual realized gains or losses will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may ultimately differ significantly from the assumptions on which the valuations were based.

The fair value of listed investments, which are all traded in active markets, was determined with reference to the quoted market price at the reporting date.

For the unlisted investments valued using revenue and earnings multiples, the Company's policy is to use reported earnings based on the latest management accounts available from the company, adjusted for non-recurring items. The multiple used is the key valuation input which could change fair values significantly if a reasonably possible alternative assumption was made.

There were no financial liabilities at fair value as at 30 April 2019 or 30 April 2018.

Key source of estimation uncertainty

Due to the nature of the Company's business and having considered the key sources of income and expenditure, balance sheet items and Company's accounting policies, the directors do not believe there are any key sources of estimation uncertainty. No estimates were used in the preparation of these accounts.

Investments

As the Company is an investment manager its intention is to hold investments long term, this results in classifying all unlisted investments as fixed. All listed investments that can easily be sold are classified as current.

i) Subsidiary undertakings

Investments in subsidiaries are valued at cost less impairment.

ii) Associated undertakings and joint ventures

Investments in associates and joint ventures are accounted for at cost less impairment.

iii) Investments and loans

Investments held as current assets and loans are shown at fair value through profit and loss. In considering the valuation of each investment on an individual investment the following hierarchy is used:

- I. quoted price for an identical asset in an active market;
- II. recent transaction price if no significant change in economic circumstances; and
- III. appropriate valuation technique.

Assets that are held at cost less provision for impairment are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

1. Accounting Policies (continued)**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets and liabilities are not discounted.

Turnover

Turnover comprises revenue which is recognised to the extent that it is probable that economic benefits will flow to the Company and such revenue can be reliably measured. Revenue represents amounts receivable from returns on investments in the form of dividends, loan interest and performance fees. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

Turnover is all generated by one segment, that of a holding company, and in the UK, hence no segmental or geographical analysis is required.

Interest Receivable

Interest receivable, where received, comprises interest earned on bank balances.

2. Turnover

An analysis of the Company's turnover is set out below:

	2019	2018
	£	£
Dividend Income from Associates	76,089	-
Loan interest on Debt holdings in Investments	4,159,564	4,951,514
Other Income (distributions from funds)	2,237,027	123,358
	<u>6,472,680</u>	<u>5,074,872</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

3. Profit/(Loss) before Taxation

Profit/(Loss) before taxation is stated after charging / (crediting):

	2019	2018
	£	£
Impairment of fixed asset investments	-	5,200,000
Profit on change in fair value of investments	(1,387,451)	(1,052,887)
Profit on disposal of fixed asset	(686,473)	(952,692)

The auditor's remuneration of £40,180 (2018: £31,500) for the audit of the financial statements of this Company, is borne by Octopus Investments Limited, a subsidiary of the parent company.

4. Staff Costs

There were no employees during the current or preceding year, other than the directors (Note 5).

5. Directors' Remuneration and Transactions

Directors received their remuneration through Octopus Investments Limited, however they received no remuneration in relation to services to the Company. The directors do not beneficially own any shares in Octopus Administrative Services Limited.

6. Tax on profit/(loss)

The tax charge comprises:

	2019	2018
	£	£
Current Tax (see note below)		
UK corporation tax on profits for the period	1,280,833	604,639
Adjustment in respect of previous periods	(167,161)	375,393
Total current tax	1,113,672	980,032
Deferred tax		
Adjustment in respect of previous periods	-	(49,272)
Total deferred tax	-	(49,272)
Tax on profit/(loss)	1,113,672	930,760

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

6. Tax on loss (continued)

	2019	2018
	£	£
Profit/(loss) before tax for the period	6,848,586	(916,022)
Tax on profit/(loss) at standard UK tax rate of 19.0% (2018: 19%)	1,301,231	(174,044)
Effects of:		
Expenses not deductible for tax purposes	-	598,018
Income not taxable	(20,398)	-
Effects of group relief/other reliefs	-	-
Gains/rollover relief	-	180,665
Adjustment from previous periods	(167,161)	326,121
Tax charge for the year	1,113,672	930,760

Factors affecting tax charge for the year

The differences between the total current tax shown above and the amount calculated by applying a blended rate of UK corporation tax of 19% (2018: 19%) to the loss before tax is as follows:

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2018) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the Company's future current tax charge accordingly. The deferred tax assets and liabilities at 30 April 2019 have been calculated based on these rates.

7. Fixed Assets

	2019	2018
	£	£
Subsidiary undertakings	15,727,510	14,657,510
Associates and joint ventures	3,810,995	3,810,995
Financial Assets		
- Unlisted investments at fair value	8,380,330	7,259,629
- Listed investments at fair value	2,666,978	3,407,609
	30,585,813	29,135,743

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

7. Fixed Assets (continued)	Subsidiary undertakings	Associates and joint ventures
	£	£
Cost		
At 1 May 2018	15,993,034	14,700,563
Additions	1,100,000	799,175-
Disposals	(30,000)	(799,175)-
At 30 April 2019	17,063,034	14,700,563
Provisions for impairment		
At 1 May 2018	(1,335,524)	(10,889,568)
Impairment	-	-
At 30 April 2019	(1,335,524)	(10,889,568)
Carrying value		
At 30 April 2018	14,657,510	3,810,995
At 30 April 2019	15,727,510	3,810,995

Associates/Joint Ventures	Country of incorporation	Holding	Voting rights held	Nature of business
VouchedFor Limited	United Kingdom	A Shares and loan notes	32.6%	Financial Advice
*Apus Energy Limited**	United Kingdom	A Ordinary Shares	50.0%	Renewable Energy
*RCVP Retirement Living Limited	United Kingdom	B shares and loan note	60.0%	Healthcare

*Despite owning 50% of the Class A ordinary shares of Apus Energy Limited and 60% of the Class B ordinary shares of RCVP Retirement Living Limited the Company does not have control and therefore does not treat these investments as subsidiaries.

** Joint Venture

The registered address for VouchedFor Limited is 8 Waldegrave Road, Teddington, Middlesex, TW11 8HT

The registered address for Apus Energy Limited is Fourth Floor, 2 Kingsway, Cardiff, United Kingdom, CF10 3FD

The registered address for RCVP Retirement Living Limited is 6th Floor 33 Holborn, London, England, EC1N 2HT

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

7. Fixed Assets (continued)**Subsidiary undertakings**

The Company held the following investments in subsidiary undertakings during the year:

Subsidiary undertakings	Country of incorporation	Share class	Holding	Nature of business
Aurora Care & Education Holdings Limited	United Kingdom	Ordinary A Shares	99%	Healthcare
Winnipeg Heat Limited	United Kingdom	Ordinary A Shares	50%	Renewable Energy

The registered address for all above entities is: 33 Holborn, London, England EC1N 2HT.

Categories of financial assets at fair value

	Current assets		Fixed assets	
	2019	2018	2019	2018
	£	£	£	£
Investments carried at fair value				
Unlisted investments	-	-	8,380,330	7,259,629
Listed investments	2,666,978	3,407,609	-	-
	<u>2,666,978</u>	<u>3,407,609</u>	<u>8,380,330</u>	<u>7,259,629</u>
			2019	2018
			£	£

Financial assets at fair value

Fair value through profit and loss (FVTPL)

- Listed investment	2,666,978	3,407,609
- Unlisted investment	<u>8,380,330</u>	<u>7,259,629</u>

Changes in value of financial instruments at fair value for the year

Charge/(credit) to the Statement of Comprehensive Income:

Unlisted investments	(1,117,904)	(641,144)
Listed Investments	<u>(269,547)</u>	<u>(411,743)</u>

The fair value of listed investments, which are all traded in active markets, was determined with reference to the quoted market price at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

8. Debtors

	2019	2018
	£	£
Due within one year		
Prepayments and accrued income	2,071,630	363,455
Due after one year		
Prepayments and accrued income	7,664,184	4,102,914
Amounts due from group undertakings	200,000	-

Prepayments and accrued income may be repaid at any time.

9. Creditors

	2019	2018
	£	£
Due within one year		
Amounts owed to group undertakings	42,319,496	42,623,983
Creditors	2,180,833	-
	44,500,329	42,623,983

The amounts owed to group undertakings are unsecured, interest free and may be repaid at any time.

10. Called-Up Share Capital

	2019	2018
	£	£
Allotted, called-up and fully paid		
1 ordinary share of £1	1	1

The Company issued no shares during the year (2018: £nil).

11. Related Party Transactions

The Company has taken advantage of the exemption in paragraph 33.1A of FRS 102 not to disclose transactions with wholly owned Group companies wherein any subsidiary undertaking which is a party to the transactions is wholly owned by a member of the Group.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2019

12. Ultimate Parent Undertaking and Controlling Party

The immediate and ultimate parent company and ultimate controlling party is Octopus Capital Limited, a company incorporated in the United Kingdom and registered in England and Wales which is the smallest and largest level of consolidated accounts that are prepared. Copies of these accounts can be obtained from the registered address of the parent company; The Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT.

13. Subsequent Events

St Christopher's children's home, a school owned by a subsidiary of Aurora Care and Education Holdings Limited, had its registration suspended by Ofsted on 29th July 2019, and the Directors took the decision to voluntarily cancel the registration. Alternative arrangements were made for residents and a staff consultation was launched. At the date of signing the financial statements we are unable to ascertain or quantify any financial impact which may arise from this event. Other services within the company (St Christopher's School and Aurora Hyde Lodge) remain unaffected.

Since 30 April 2019, other than those already listed, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.