

Nino Limited

Annual report and financial statements

For the year ended 30 April 2016

Registered number: 09015082



COMPANY INFORMATION

Directors	P S Latham OCS Services Limited
Company Secretary	S Ludlow (appointed 13 th January 2016)
Company Number	09015082
Registered Office	6 th Floor 33 Holborn London EC1N 2HT
Auditor	Deloitte LLP Chartered Accountants and Statutory Auditor 2 New Street Square London EC4A 3BZ
Bankers	Coutts 440 Strand London WC2R 0QS

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DIRECTORS' REPORT

For the year ended 30 April 2016

The directors present their report on the affairs of Nino Limited ("the Company"), together with the financial statements and auditor's report, for the year ended 30 April 2016.

Principal activities

The principal activity of the Company is as an intermediary loan provider, taking loan finance from Fern Trading Limited and distributing residential mortgages typically in the form of bridging loans. The majority of the Company's revenues are derived from loan arrangement and servicing fees.

Results

The profit for the period, after taxation, amounted to £663,000 (2015: £213,000).

Dividends

The directors do not recommend a final dividend to be paid in the current year (2015: nil).

Directors

The directors who served throughout the period and up to the date of this report were as follows:

P S Latham
OCS Services Limited

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 company provisions

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption; accordingly no separate strategic report has been presented.

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
- the 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 and a resolution to reappoint them will be proposed at the next Annual General Meeting.

Approved by the Board and signed on its behalf by:

P S Latham
Director

18 August 2016

Registered Office:

6th Floor, 33 Holborn, London, EC1N 2HT

DIRECTORS' RESPONSIBILITIES STATEMENT

For the year ended 30 April 2016

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 period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state where applicable UK Accounting Standards, including FRS 102, 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NINO LIMITED

We have audited the financial statements of Nino Limited for the year ended 30 April 2016 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 (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NINO LIMITED (Continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Other Matters

As the company was exempt from audit under section 477 of the Companies Act 2006 in the prior year we have not audited the corresponding amounts for that year.



Stuart McLaren (Senior statutory auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, UK

18 August 2016

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2016

		2016	Unaudited
	Note	£'000	2015
			£'000
TURNOVER	1,2	5,140	1,065
Administrative expenses		(4,477)	(796)
OPERATING PROFIT		<u>663</u>	<u>269</u>
Interest receivable and similar income	4	14,718	1,242
Interest payable and similar expenses	4	(14,718)	(1,242)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>663</u>	<u>269</u>
Tax on ordinary activities	6	-	(56)
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD		<u><u>663</u></u>	<u><u>213</u></u>

All amounts relate to continuing operations.

There is no other comprehensive income and as such no separate statement of other comprehensive income has been prepared.

The notes on pages 11 to 15 form part of these financial statements.

BALANCE SHEET

At 30 April 2016

		2016	Unaudited
	Note	£'000	2015
			£'000
FIXED ASSETS			
Financial Assets	5	76,379	19,702
CURRENT ASSETS			
Debtors: amounts falling due within one year	7	8,205	622
Financial Assets	5	87,117	8,449
Cash at bank and in hand		1,743	95
		97,065	9,166
CREDITORS			
Amounts falling due within one year	8	(9,194)	(409)
Financial Liabilities	5	(86,995)	(19,797)
		(96,189)	(20,206)
NET ASSETS/(LIABILITIES)		876	(11,040)
CREDITORS			
Financial Liabilities	5	(76,379)	(8,449)
NET ASSETS		876	213
CAPITAL AND RESERVES			
Called up share capital	9	-	-
Profit and loss account		876	213
SHAREHOLDERS' FUNDS		876	213

The financial statements of Nino Limited (registered number: 09015082) were approved by the Board of Directors and authorised for issue on 18 August 2016. They were signed on its behalf by:



P S Latham
Director

The notes on pages 11 to 15 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2016

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 30 April 2014 (unaudited)	-	-	-
Issue of share capital	-	-	-
Dividends paid	-	-	-
Total comprehensive income for the year	-	213	213
At 30 April 2015 (unaudited)	-	213	213
Issue of share capital	-	-	-
Dividends paid	-	-	-
Total comprehensive income for the year	-	663	663
At 30 April 2016	-	876	876

The notes on pages 11 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2016

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

Nino 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 directors' report on page 4.

The functional currency of Nino 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, 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 has not applied the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 that are effective for accounting periods beginning on or after 1 January 2016.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about the group of which it is a part.

The Company has adopted FRS 102 for the first time in the current year. Other than the full adoption of FRS 102, there have been no new or revised Standards and Interpretations adopted in the current year. There have been no new or revised Standards and Interpretations which have been early adopted in the current year.

The comparative figures for the year ended 30 April 2015 are unaudited as the Company was exempt from audit under section 477 of the Companies Act 2006.

Going concern

The financial statements have been prepared using the going concern basis of accounting.

The auditor's remuneration of £2,000 (2015: £nil) for the audit of this company, is borne by Octopus Investments Limited, a subsidiary of the parent company.

Turnover

Turnover comprises revenue recognised by the Company in respect of services supplied and interest on loans, exclusive of value added tax, if any. Turnover is all generated by one segment, that of fund manager, and in the UK, hence no segmental or geographical analysis is required.

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

	2016	2015
	£'000s	£'000s
Loan arrangement and servicing fees	5,140	1,065

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 30 April 2016

1. Accounting policies (continued)

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 or 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 that 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.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the underlying contractual arrangement, with all financial instruments within the Company being held at fair value. The Company's financial instruments are financial liabilities in the form of interest bearing loan credit which is then offset in direct correlation to financial assets in the form of bridging loans on commercial properties.

Initial recognition of the Company's financial assets and liabilities is at fair value which it considers to be par. The company considers par to be the appropriate fair value as its financial assets are directly correlated to its financial liabilities, and the legal structure surrounding these transactions transfers all the risks and rewards of these contracts to an external party. Furthermore the loan balances can be repaid at any time hence the company consider the amount they would receive, and subsequently pay over to Fern Trading Limited, were the loans to be repaid immediately to be the most accurate approximation of its fair value.

Subsequent measurement of the Company's financial instruments is that all interest relating to the Company's financial instruments is recognised on an accruals basis in the Company's statement of comprehensive income. As the loans are repayable at the discretion of the borrower, the receipt of any interest guaranteed is in line with the terms of each agreement, typically this is a penalty of one month of interest if the loan is repaid early.

All of the Company's financial assets are derecognised at the point of the commercial mortgages being repaid by the client. The Company's financial liabilities are derecognised upon the transfer of afore mentioned mortgage repayments being used to repay the Company's loan creditors.

Cash flow

The Company is taking the available exemption from FRS 102 in preparing a cash flow statement as it is a wholly-owned subsidiary of an entity preparing consolidated accounts that are publicly available.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2016

2. Critical accounting judgements and key sources of estimation uncertainty(continued)

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.

The following are the critical judgements 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. Financial Instruments

Financial instruments 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.

3. Staff Costs

The company has no employees other than the directors, who did not receive any remuneration (2015: nil).

4. Finance cost (net)

	2016 £'000	Unaudited 2015 £'000
Interest receivable	14,718	1,242
Interest payable	(14,718)	(1,242)
	<u>-</u>	<u>-</u>

5. Financial Instruments

The Company's financial asset instruments which are due within one year are held as current assets, those which are due greater beyond one year are held in as fixed assets. The Company's financial instruments are designated at fair value through the Company's statement of comprehensive income.

	2016 £'000	Unaudited 2015 £'000		2016 £'000	Unaudited 2015 £'000
Financial Assets:					
- Debt instrument at fair value	163,496	28,151			
	<u>163,496</u>	<u>28,151</u>			
Financial Liabilities:					
- Debt instrument at fair value	163,374	(28,136)			
	<u>163,374</u>	<u>(28,151)</u>			
			Current assets		Fixed assets
	2016	Unaudited 2015		2016	Unaudited 2015
	£'000	£'000		£'000	£'000
Debt instrument at fair value	87,117	19,702		76,379	8,449
Loans					

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2016

5. Financial Instruments (continued)

	Current Liabilities		Long term Liabilities	
	2016	Unaudited 2015	2016	Unaudited 2015
	£'000	£'000	£'000	£'000
Debt instrument at fair value				
Loans from other entities	(86,995)	(19,797)	(76,379)	(8,449)

6. Taxation

The tax charge comprises:	2016	Unaudited 2015
	£	£
Profit on ordinary activities before tax	663	269
Tax on loss on ordinary activities at standard UK corporation tax rate of 20.00% (2015: 20.92%)	133	56
Effects of:		
Expenses not deductible for tax purposes	-	-
Adjustments to tax charge in respect of prior periods	-	-
Group Relief	(133)	-
Total and Current tax charge for the year	-	56

The Company has tax losses of £nil (2015: £nil) available for offset against future taxable profits.

7. Debtors

	2016	Unaudited 2015
	£'000	£'000
Due within one year		
Prepayments and accrued income	8,205	622
	8,205	622

8. Creditors

	2016	Unaudited 2015
	£'000	£'000
Due within one year		
Accruals and deferred income	8,061	352
Corporation tax	56	56
Other creditors	1,077	1
	9,194	409

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2016

9. Called-Up Share Capital

	2016	Unaudited 2015
	£	£
Allotted, called-up and unpaid		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

The Company issued nil shares in the period (2015: 1).

10. 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.

11. Ultimate Parent Undertaking and Controlling Party

The ultimate parent company and the 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 Company Secretary, Octopus Capital Limited, 6th Floor, 33 Holborn, London, EC1N 2HT.

12. Subsequent Events

Since 30 April 2016, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.

13. Explanation of transition to FRS 102

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 30 April 2015 and the date of transition to FRS 102 was therefore 1 May 2014. The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.