

**GROUP STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2017
FOR
DUNCAN & TOPLIS HOLDINGS LIMITED**

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DUNCAN & TOPLIS HOLDINGS LIMITED

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for the Year Ended 31st March 2017**

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DUNCAN & TOPLIS HOLDINGS LIMITED

COMPANY INFORMATION

for the Year Ended 31st March 2017

DIRECTORS:

A N Reynolds
M J Argyle
D A Brain
M H Chatterton
N P Cudmore
T G Godson
D A J Gratton
G Hills
M T Hindmarch
C Newitt
K Phillips
I Phillips
A C Severn
M N Smith
S N Syddall
M A Taylor

REGISTERED OFFICE:

3 Castlegate
Grantham
Lincolnshire
NG31 6SF

REGISTERED NUMBER:

09127501 (England and Wales)

SENIOR STATUTORY AUDITOR:

Antony Lockett BCom FCA DCha

AUDITORS:

Clive Owen LLP
Chartered Accountants and Statutory
Auditors
140 Coniscliffe Road
Darlington
Co. Durham
DL3 7RT

BANKERS:

HSBC Bank plc
88 Westgate
Grantham
NG31 6LF

DUNCAN & TOPLIS HOLDINGS LIMITED

GROUP STRATEGIC REPORT for the Year Ended 31st March 2017

The directors present their strategic report of the company and the group for the year ended 31st March 2017.

REVIEW OF BUSINESS

The principal activities of the group are the provision of a full range of professional advisory services to businesses and individuals.

Duncan & Toplis Limited was awarded the Large Accountancy Firm of the Year 2017 by ICAEW East Midlands.

Our results are in line with the targets set for the period.

We seek further opportunities to advise and support clients through all our service offerings such as strategic tax advice, cloud accounting, probate services, payroll and human resources advice. We continue to invest in people and technology in order to best support our clients.

Succession planning is a strategic focus and we are taking steps to ensure that the group is an employer of choice. We offer flexible remuneration and a flexible working environment and place importance on communication and employee involvement. We encourage participation in charitable and voluntary events across the group. We are actively involved with the Access to Accountancy initiative which promotes access to the accountancy profession in our region.

We seek to grow the number of our offices in a strategic manner.

On 3rd March 2017 the group sold 400 shares in Bishopsgate Corporate Finance Limited to that company, thereby reducing the group's ownership to 50%. The Duncan & Toplis group continues to work closely with the owner directors of this corporate finance boutique.

DUNCAN & TOPLIS HOLDINGS LIMITED

GROUP STRATEGIC REPORT for the Year Ended 31st March 2017

PRINCIPAL RISKS AND UNCERTAINTIES

Management of the business and execution of the group's strategy are subject to a number of risks. Risks are formally reviewed by the board and appropriate processes put in place to monitor and mitigate them.

The key risks affecting the group are set out below:

Customers

In order to reduce the potential loss of custom, the group values integrity and seeks to conduct its business with professionalism and aspires to provide excellent service in the eyes of our clients.

Team

The business is dependent upon the professional development, recruitment and retention of high quality team members. We continue to invest in training and developing our team. The group respects and cares for its people and invests in their career potential. The group monitors remuneration levels against the wider market and provides a flexible working environment and remuneration package.

Interest rate risk

The group has a level of bank debt on a variable rate of interest and consequently is at risk from an increase in interest rates. The group mitigates this risk by holding interest rate swaps to guarantee fixed interest payments over a reasonable proportion of bank debt.

Liquidity risk

The group seeks to manage this risk by ensuring sufficient liquidity is available to meet financial obligations through managing cash generation and applying billing and cash collection targets throughout the group. The group has bank facilities across a range of terms.

Legal risk

In the ordinary course of business, certain aspects of the group's services are opinion-based and may be subject to challenge. Where appropriate, the group seeks third-party professional corroboration. In addition, the group has appropriate professional indemnity insurance.

Regulatory risk

Changes in the regulatory environment that affect the group and its clients may reduce the level of services required, but equally enable the group to take advantage of opportunities.

DUNCAN & TOPLIS HOLDINGS LIMITED

GROUP STRATEGIC REPORT for the Year Ended 31st March 2017

KEY PERFORMANCE INDICATORS

The board uses the following key financial performance indicators to manage the performance of the business:

	Year ended 31st March 2017	18 months to 31st March 2016
	£'m	£'m
Revenue	18.4	25.3
EBITDA	3.3	4.9
Borrowings net of cash in hand	7.5	7.5
Equity shareholders' funds	5.4	4.6

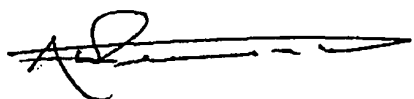
Duncan & Toplis Limited generates 90% of group revenue and on a like for like basis revenue in that business has increased 6%. The group continues to gain recurring and one-off work.

Like for like EBITDA is unchanged due to a strategic investment in team members, marketing and computer services.

The group repaid £1.2m of borrowing during the year and raised finance for a server upgrade to the value of £0.9m. At 31st March 2016 Bishopsgate Corporate Finance Limited was a subsidiary and £0.4m of that company's cash in hand was included in the consolidation. At 31st March 2017 that company was an associate so its cash balances were not included in the key performance indicator.

Dividends were restricted in the period between incorporation and 31st March 2017 in order to build retained profits; consequently equity shareholders' funds have increased.

ON BEHALF OF THE BOARD:



A N Reynolds - Director

21st December 2017

DUNCAN & TOPLIS HOLDINGS LIMITED

REPORT OF THE DIRECTORS for the Year Ended 31st March 2017

The directors present their report with the financial statements of the company and the group for the year ended 31st March 2017.

PRINCIPAL ACTIVITIES

The principal activities of the group in the year under review were those of the provision of Accountancy, Audit, Taxation, Business Combinations and information technology (IT) services to businesses and individuals.

DIVIDENDS

The total distribution of dividends for the year ended 31st March 2017 was £511,014 (2016 : £542,880).

The directors recommend that no final dividend be paid.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st April 2016 to the date of this report.

A N Reynolds
M J Argyle
D A Brain
M H Chatterton
N P Cudmore
T G Godson
D A J Gratton
M T Hindmarch
C Newitt
K Phillips
I Phillips
A C Severn
M N Smith
S N Syddall
M A Taylor

Other changes in directors holding office are as follows:

G Hills was appointed as a director after 31st March 2017 but prior to the date of this report.

J D Andrew ceased to be a director after 31st March 2017 but prior to the date of this report.

DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the group continues and that appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

DUNCAN & TOPLIS HOLDINGS LIMITED

REPORT OF THE DIRECTORS

for the Year Ended 31st March 2017

SOCIAL POLICIES AND EMPLOYEE INVOLVEMENT

The policy of the group is to recruit, promote, train and develop its people by reference to their skills, abilities and other attributes of value to their role in the business. The group considers itself to be an equal opportunities employer. Employee engagement is encouraged through a variety of means including a corporate intranet, team meetings and regular dialogue with employees. The activities of the group have a minimal pollution impact on the environment and its energy consumption is modest.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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). 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 the group and of the profit or loss of the group 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

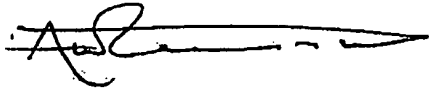
DUNCAN & TOPLIS HOLDINGS LIMITED

**REPORT OF THE DIRECTORS
for the Year Ended 31st March 2017**

AUDITORS

The auditors, Clive Owen LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'A N Reynolds', followed by a long horizontal line.

A N Reynolds - Director

21st December 2017

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF DUNCAN & TOPLIS HOLDINGS LIMITED

We have audited the financial statements of Duncan & Toplis Holdings Limited and subsidiaries for the year ended 31st March 2017 on pages ten to forty five. 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 Financial Reporting Standard 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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page six, 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 group's and the parent 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 Group Strategic Report and the Report of the Directors 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 group's and of the parent company's affairs as at 31st March 2017 and of the group's 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, based on the work undertaken in the course of the audit, the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements, and has been prepared in accordance with applicable legal requirements. No material misstatements in the Strategic Report and the Report of Directors have been identified.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
DUNCAN & TOPLIS HOLDINGS LIMITED**

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Clive Owen LLP

Antony Lockett BCom FCA DChA (Senior Statutory Auditor)
for and on behalf of Clive Owen LLP
Chartered Accountants and Statutory
Auditors
140 Coniscliffe Road
Darlington
Co. Durham
DL3 7RT

21 December 2017

DUNCAN & TOPLIS HOLDINGS LIMITED

CONSOLIDATED INCOME STATEMENT
for the Year Ended 31st March 2017

		Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
	Notes		
REVENUE	4	18,417,423	25,293,786
Cost of sales		<u>9,620,471</u>	<u>12,838,002</u>
GROSS PROFIT		8,796,952	12,455,784
Administrative expenses		<u>6,699,849</u>	<u>9,215,804</u>
		2,097,103	3,239,980
Other operating income		<u>189,581</u>	<u>136,693</u>
GROUP OPERATING PROFIT	6	2,286,684	3,376,673
Share of operating loss in Associates		(60,619)	-
Profit/(loss) on sale of fixed asset investment	7	<u>(26,055)</u>	<u>-</u>
		2,200,010	3,376,673
Income from fixed asset investments		<u>15,278</u>	<u>15,383</u>
		<u>15,278</u>	<u>15,383</u>
		2,215,288	3,392,056
Amounts written (off)/back on investments Associates		<u>2,550</u>	<u>(2,550)</u>
		2,217,838	3,389,506
Interest payable and similar expenses	8	<u>(243,656)</u>	<u>(515,274)</u>
PROFIT BEFORE TAXATION		1,974,182	2,874,232
Tax on profit	9	<u>518,951</u>	<u>689,065</u>
PROFIT FOR THE FINANCIAL YEAR		<u>1,455,231</u>	<u>2,185,167</u>

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

CONSOLIDATED INCOME STATEMENT
for the Year Ended 31st March 2017

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
PROFIT FOR THE FINANCIAL YEAR	<u>1,455,231</u>	<u>2,185,167</u>
Profit attributable to:		
Owners of the parent	1,328,282	2,030,874
Non-controlling interests	<u>126,949</u>	<u>154,293</u>
	<u>1,455,231</u>	<u>2,185,167</u>

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

**CONSOLIDATED OTHER COMPREHENSIVE INCOME
for the Year Ended 31st March 2017**

	Notes	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
PROFIT FOR THE YEAR		1,455,231	2,185,167
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>1,455,231</u>	<u>2,185,167</u>
Total comprehensive income attributable to:			
Owners of the parent		1,328,282	2,030,874
Non-controlling interests		<u>126,949</u>	<u>154,293</u>
		<u>1,455,231</u>	<u>2,185,167</u>

The notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31st March 2017

	Notes	2017 £	2016 £
FIXED ASSETS			
Intangible assets	11	5,539,622	6,243,453
Property, plant and equipment	12	3,661,425	3,001,117
Investments	13	<u>255,998</u>	<u>52,736</u>
		9,457,045	9,297,306
CURRENT ASSETS			
Inventories	14	43,843	32,969
Debtors	15	5,819,491	5,683,284
Cash at bank		<u>276,662</u>	<u>867,917</u>
		6,139,996	6,584,170
CREDITORS			
Amounts falling due within one year	16	<u>4,506,892</u>	<u>4,779,190</u>
NET CURRENT ASSETS		<u>1,633,104</u>	<u>1,804,980</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		11,090,149	11,102,286
CREDITORS			
Amounts falling due after more than one year	17	<u>(5,646,482)</u>	<u>(6,365,490)</u>
NET ASSETS		<u><u>5,443,667</u></u>	<u><u>4,736,796</u></u>

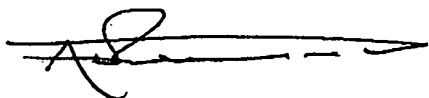
The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED (REGISTERED NUMBER: 09127501)

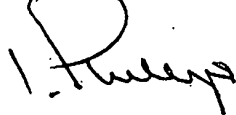
CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued
31st March 2017

	Notes	2017	2016
		£	£
CAPITAL AND RESERVES			
Called up share capital	22	3,125,105	3,124,505
Retained earnings	23	<u>2,303,562</u>	<u>1,486,894</u>
SHAREHOLDERS' FUNDS		5,428,667	4,611,399
NON-CONTROLLING INTERESTS		<u>15,000</u>	<u>125,397</u>
TOTAL EQUITY		<u>5,443,667</u>	<u>4,736,796</u>

The financial statements were approved by the Board of Directors on 21st December 2017 and were signed on its behalf by:



A N Reynolds - Director



I Phillips - Director

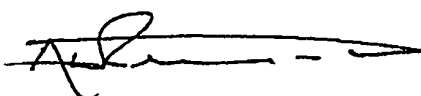
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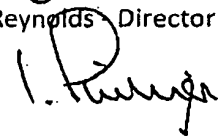
DUNCAN & TOPLIS HOLDINGS LIMITED (REGISTERED NUMBER: 09127501)

COMPANY STATEMENT OF FINANCIAL POSITION
31st March 2017

	Notes	2017 £	2016 £
FIXED ASSETS			
Intangible assets	11	-	-
Property, plant and equipment	12	2,355,685	2,372,333
Investments	13	<u>374,864</u>	<u>367,087</u>
		2,730,549	2,739,420
CURRENT ASSETS			
Debtors	14	581,669	902,724
Cash at bank		<u>3,768</u>	<u>1,623</u>
		585,437	904,347
CREDITORS			
Amounts falling due within one year	15	<u>24,253</u>	<u>16,847</u>
NET CURRENT ASSETS		<u>561,184</u>	<u>887,500</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,291,733</u>	<u>3,626,920</u>
CAPITAL AND RESERVES			
Called up share capital	22	3,125,105	3,124,505
Retained earnings	23	<u>166,628</u>	<u>502,415</u>
SHAREHOLDERS' FUNDS		<u>3,291,733</u>	<u>3,626,920</u>
Company's profit for the financial year		<u>175,827</u>	<u>1,046,395</u>

The financial statements were approved by the Board of Directors on 21st December 2017 and were signed on its behalf by:


A N Reynolds - Director


I Phillips - Director

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the Year Ended 31st March 2017

	Called up share capital £	Retained earnings £	Total £	Non- controlling interests	Total
Balance at 1st October 2014	292,500	-	292,500	59,132	351,632
Changes in equity					
Issue of share capital	2,832,005	-	2,832,005	-	2,832,005
Dividends	-	(542,880)	(542,880)	-	(542,880)
Acquisition	-	-	-	8,333	8,333
Profit share credited to non-controlling interest	-	-	-	(96,361)	(96,361)
Bonus share issue	-	(1,100)	(1,100)	-	(1,100)
Total comprehensive income	-	2,030,874	2,030,874	154,293	2,185,167
Balance at 31st March 2016	3,124,505	1,486,894	4,611,399	125,397	4,736,796
Changes in equity					
Issue of share capital	600	-	600	-	600
Dividends	-	(511,014)	(511,014)	-	(511,014)
Disposal	-	-	-	(152,939)	(152,939)
Increase in investment by non-controlling interest	-	-	-	6,666	6,666
Profit share credited to non-controlling interest	-	-	-	(91,073)	(91,073)
Bonus share issue	-	(600)	(600)	-	(600)
Total comprehensive income	-	1,328,282	1,328,282	126,949	1,455,231
Balance at 31st March 2017	3,125,105	2,305,262	5,428,667	15,000	5,443,667

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED**COMPANY STATEMENT OF CHANGES IN EQUITY
for the Year Ended 31st March 2017**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st October 2014	292,500	-	292,500
Changes in equity			
Issue of share capital	2,832,005	-	2,832,005
Dividends	-	(542,880)	(542,880)
Bonus share issue	-	(1,100)	(1,100)
Total comprehensive income	-	1,046,395	1,046,395
Balance at 31st March 2016	<u>3,124,505</u>	<u>502,415</u>	<u>3,626,920</u>
Changes in equity			
Issue of share capital	600	-	600
Dividends	-	(511,014)	(511,014)
Bonus share issue	-	(600)	(600)
Total comprehensive income	-	175,827	175,827
Balance at 31st March 2017	<u>3,125,105</u>	<u>166,628</u>	<u>3,291,733</u>

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
for the Year Ended 31st March 2017

		Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
	Notes		
Cash flows from operating activities			
Cash generated from operations	1	3,269,009	4,751,447
Interest paid		(294,727)	(484,366)
Tax paid		<u>(965,488)</u>	<u>(12,205)</u>
Net cash from operating activities		<u>2,008,794</u>	<u>4,254,876</u>
Cash flows from investing activities			
Purchase of property, plant and equipment		(985,506)	(344,333)
Purchase of fixed asset investments		(22,235)	(84,359)
Sale of property, plant and equipment		1,830	21,398
Sale of fixed asset investments		19,335	60,223
Acquisition of subsidiaries		(4,939)	(2,659,660)
Cash acquired on acquisition of subsidiary		-	41,336
Disposal of business	3	(723,873)	-
Dividends received		<u>15,278</u>	<u>15,383</u>
Net cash from investing activities		<u>(1,700,110)</u>	<u>(2,950,012)</u>
Cash flows from financing activities			
New loans in year		140,000	4,800,000
Loan repayments in year		(222,019)	(2,774,103)
New finance leases		705,392	-
New HP contracts		-	159,130
Repayment of other loans		(1,012,298)	(2,264,509)
Equity dividends paid		<u>(511,014)</u>	<u>(542,880)</u>
Net cash from financing activities		<u>(899,939)</u>	<u>(622,362)</u>
(Decrease)/Increase in cash and cash equivalents		<u>(591,255)</u>	<u>682,502</u>
Cash and cash equivalents at beginning of year	2	<u>867,917</u>	<u>185,415</u>
Cash and cash equivalents at end of year	2	<u><u>276,662</u></u>	<u><u>867,917</u></u>

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS for the Year Ended 31st March 2017

1. RECONCILIATION OF PROFIT FOR THE FINANCIAL YEAR TO CASH GENERATED FROM OPERATIONS

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Profit for the financial year	1,328,282	2,030,874
Depreciation charges	1,045,086	1,560,441
Loss on disposal of property, plant and equipment	7,351	1,717
Bonus share issue	(600)	(1,100)
Non-controlling interest	262,122	154,293
Loss on disposal of fixed asset investments	2,801	-
Impairment reversal	(1,975)	-
Finance costs	243,656	515,274
Finance income	(15,278)	(15,383)
Taxation	<u>518,951</u>	<u>689,065</u>
	3,390,396	4,935,181
(Increase)/decrease in inventories	(10,874)	22,301
Increase in trade and other debtors	(14,990)	(568,313)
(Decrease)/increase in trade and other creditors	<u>(95,523)</u>	<u>362,278</u>
Cash generated from operations	<u>3,269,009</u>	<u>4,751,447</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Consolidated Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31st March 2017

	31.3.17 £	1.4.16 £
Cash and cash equivalents	<u>276,662</u>	<u>867,917</u>

Period ended 31st March 2016

	31.3.16 £	1.10.14 £
Cash and cash equivalents	<u>867,917</u>	<u>185,415</u>

The notes form part of these financial statements

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS
for the Year Ended 31st March 2017

3. DISPOSAL OF BUSINESS

The amount disclosed on the Consolidated Statement of Cash Flows in respect of disposal of business relates to the partial sale of Bishopsgate Corporate Finance and comprises:

Proceeds of sale	53,428
Cash within Bishopsgate Corporate Finance at time of sale	(522,402)
Recognition of Bishopsgate Corporate Finance as an associate within fixed asset investments	<u>(254,899)</u>
	<u>(723,873)</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the Year Ended 31st March 2017

1. GENERAL INFORMATION

The nature of the group's operations and principal activities are detailed in the Report of the Directors.

These financial statements have been prepared in £ sterling.

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented unless otherwise stated.

2. STATUTORY INFORMATION

Duncan & Toplis Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

3. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 ("FRS102") "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention on a going concern basis.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of Duncan & Toplis Holdings Limited and entities controlled by Duncan & Toplis Holdings Limited (its subsidiaries, which include limited liability partnerships). Control is achieved where Duncan & Toplis Holdings Limited has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities. The results of subsidiaries are included in the consolidated statement of comprehensive income.

The results of entities acquired during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition.

Group entities conform to the same accounting policies (where applicable) therefore no adjustments to the accounts of the subsidiaries were necessary on consolidation.

Associates

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and where the group has a significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Related party exemption

The group has taken advantage of exemption, under the terms of Financial Reporting Standard 102 ("FRS102") "The Financial Reporting Standard applicable in the UK and Republic of Ireland", not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Significant judgements and estimates

In the process of applying the group's accounting policies, the group is required to make certain estimates, judgements and assumptions that it believes are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented.

On an ongoing basis, the group evaluates its estimates using historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Actual results may differ from the estimates, the effect of which is recognised in the period in which the facts that give rise to the revision become known.

The group believes that the estimates and judgements in relation to the useful economic life of goodwill, the valuation of the interest rate swap, the impairment of trade debtors and the impairment of amounts recoverable on contract have the most significant impact on the annual results.

(i) Useful economic life of goodwill

Goodwill, being the amount paid on acquisition of a business or fees is amortised over an estimated useful economic life of 10 years. Goodwill arising on consolidation is amortised over an estimated useful economic life of 20 years. The useful lives are estimated taking in to account client retention rates, breadth of service, brand name, regulatory environment, market share, past performance and percentage of recurring fee income.

(ii) Valuation of the interest rate swap

The group estimates the provision required for interest rate swap contracts based on their fair value. Fair values are based on the price at which a transaction to transfer the liabilities would take place between market participants under current market conditions. Factors affecting the valuation include current and projected interest rates and availability of credit. See note 21 for the carrying value of interest rate swap contracts.

(iii) Impairment of trade debtors

The group makes an estimate of the recoverable value of trade debtors. When assessing impairment of trade debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the carrying value of trade debtors which is stated after an impairment provision of £165,679 (2016 : £139,680).

(iv) Impairment of amounts recoverable on contract

Services provided to clients, which at the financial reporting date have not been billed, are recognised as amounts recoverable on contract. The group makes an estimate of the recoverable value based on the historical recovery rate for a portfolio of similar clients. See note 15 for the carrying value of amounts recoverable on contract which is stated after an impairment provision of £124,145 (2016 : £106,334).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Financial reporting standard 102 - reduced disclosure exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The parent company has taken advantage of the following exemptions:

- the requirements of Section 7 Statement of Cash Flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the parent company's cash flows;
- the financial instrument disclosures required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29A, as the information is provided in the consolidated financial statement disclosures.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Goodwill acquired on each business combination and goodwill arising on consolidation are amortised on a straight line basis over their useful economic lives.

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property	- 2% on cost
Improvements to property	- 10% on cost
Plant and machinery	- Between 10% and 33% on cost
Fixtures and fittings	- Between 5% and 33% on cost
Motor vehicles	- 33% on cost and 25% on cost

Investments in associates

Investment in associate undertakings are recognised at cost less any accumulated impairment.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the statement of financial position. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Finance leases are those where substantially all of the risks and rewards incidental to ownership are transferred to the entity. Obligations under such agreements are included in assets and liabilities at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, determined at the inception of the lease.

The finance element of the rental payment is charged to the income statement so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Revenue recognition

Revenue represents amounts recoverable from clients for professional services provided during the year, IT hardware sales and IT maintenance contracts, excluding value added tax. The group recognises revenue when the amount can be reliably measured and it is probable that economic benefits will flow.

Services provided to clients, which at the financial reporting date have not been billed, are recognised as amounts recoverable on contract.

Revenue recognised in this manner is based on an assessment of the fair value of the services provided at the financial reporting date reflecting the stage of completion of the service rendered. Stage of completion is measured by reference to the sales value of work done to date multiplied by the historical recovery rate for a portfolio of similar clients.

In respect of IT hardware sales, revenue is recognised when the final invoice is raised. Labour relating to installation of hardware is recognised as revenue by reference to the stage of completion of the installation.

Revenue from IT maintenance contracts is recognised when the service is delivered. Revenue is proportionately deferred in relation to any period of a maintenance contract that is invoiced in advance of the work being undertaken.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

3. ACCOUNTING POLICIES - continued

Financial instruments

Basic financial instruments

Basic financial assets, including trade and other debtors and cash and bank balances are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

At the end of each reporting period, financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement.

Basic financial liabilities, including trade and other creditors, bank loans (except those detailed below under "other financial instruments") and loans from Directors, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial instruments including derivatives

Other financial instruments including banks loans and interest rate swaps are initially recognised at fair value on the date a contract is entered into and are subsequently remeasured at their fair value through the income statement.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

DUNCAN & TOPLIS HOLDINGS LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017****4. REVENUE**

The revenue and profit before taxation are attributable to the principal activities of the group.

An analysis of revenue by class of business is given below:

	Year Ended 31.3.17	Period 1.10.14 to 31.3.16
	£	£
Professional services	17,222,412	23,944,179
IT Hardware and Maintenance	1,033,340	1,180,768
Other income	<u>161,671</u>	<u>168,839</u>
	<u>18,417,423</u>	<u>25,293,786</u>

5. EMPLOYEES AND DIRECTORS

	Year Ended 31.3.17	Period 1.10.14 to 31.3.16
	£	£
Wages and salaries	8,016,878	11,614,783
Social security costs	678,318	1,075,742
Other pension costs	<u>793,052</u>	<u>1,267,571</u>
	<u>9,488,248</u>	<u>13,958,096</u>

The average monthly number of employees during the year was as follows:

	Year Ended 31.3.17	Period 1.10.14 to 31.3.16
Fee earning team members	278	261
Support team members	<u>93</u>	<u>82</u>
	<u>371</u>	<u>343</u>

The average number of employees by undertakings that are proportionately consolidated during the year was 7 (2016 : nil).

DUNCAN & TOPLIS HOLDINGS LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017****5. EMPLOYEES AND DIRECTORS - continued**

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Directors' remuneration	307,803	980,715
Directors' pension contributions to money purchase schemes	<u>225,000</u>	<u>438,300</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>18</u>	<u>18</u>
------------------------	-----------	-----------

Information regarding the highest paid director is as follows:

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Emoluments etc	75,768	166,094
Pension contributions to money purchase schemes	<u>3,007</u>	<u>11,798</u>

6. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Hire of plant and machinery	404,468	550,004
Depreciation - owned assets	284,139	514,190
Depreciation - assets on hire purchase contracts	47,742	35,152
Loss/(profit) on disposal of property, plant and equipment	36,207	(1,199)
Goodwill amortisation	731,118	1,004,196
Auditors' remuneration	<u>13,000</u>	<u>16,500</u>

The above Directors' remuneration figure represents the aggregate Key Management Personnel Remuneration for the Group.

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

7. EXCEPTIONAL ITEMS

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Profit/(loss) on sale of fixed asset investment	<u>(26,055)</u>	<u>-</u>

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Bank interest	7,835	53,542
Bank loan interest	167,558	186,755
Other interest	-	1,096
Directors' loan account interest	119,334	242,973
Interest rate swap - fair value adjustment	<u>(51,071)</u>	<u>30,908</u>
	<u>243,656</u>	<u>515,274</u>

9. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Current tax:		
UK corporation tax	486,107	737,423
Associates corporation tax	<u>(6,209)</u>	<u>-</u>
Total current tax	479,898	737,423
Deferred tax	<u>39,053</u>	<u>(48,358)</u>
Tax on profit	<u>518,951</u>	<u>689,065</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

9. TAXATION - continued

Reconciliation of total tax charge included in Income statement

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Year Ended 31.3.17 £	Period 1.10.14 to 31.3.16 £
Profit before tax	<u>1,974,182</u>	<u>2,874,232</u>
Profit multiplied by the standard rate of corporation tax in the UK of 20% (2016 - 20%)	394,836	574,846
Effects of:		
Expenses not deductible for tax purposes	41,258	57,150
Income not taxable for tax purposes	(3,056)	(3,077)
Capital allowances in excess of depreciation	(413)	(49,190)
Adjustments to tax charge in respect of previous periods	9,420	(9,628)
Amortisation disallowed	89,872	119,080
LLP profits chargeable to income tax	(18,215)	(19,272)
Additional tax due to changes in effective tax rate	-	11,779
Other	<u>5,249</u>	<u>7,377</u>
Total tax charge	<u>518,951</u>	<u>689,065</u>

10. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

11. INTANGIBLE FIXED ASSETS

Group	Goodwill £
COST	
At 1st April 2016	7,247,649
Additions	<u>27,287</u>
At 31st March 2017	<u>7,274,936</u>
AMORTISATION	
At 1st April 2016	1,004,196
Amortisation for year	<u>731,118</u>
At 31st March 2017	<u>1,735,314</u>
NET BOOK VALUE	
At 31st March 2017	<u>5,539,622</u>
At 31st March 2016	<u>6,243,453</u>

12. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold property £	Improvements to property £	Plant and machinery £
COST			
At 1st April 2016	2,445,705	214,502	534,698
Additions	<u>-</u>	<u>50,080</u>	<u>883,530</u>
At 31st March 2017	<u>2,445,705</u>	<u>264,582</u>	<u>1,418,228</u>
DEPRECIATION			
At 1st April 2016	73,372	31,992	290,316
Charge for year	16,648	23,275	210,223
Eliminated on disposal	<u>-</u>	<u>-</u>	<u>-</u>
At 31st March 2017	<u>90,020</u>	<u>55,267</u>	<u>500,539</u>
NET BOOK VALUE			
At 31st March 2017	<u>2,355,685</u>	<u>209,315</u>	<u>917,689</u>
At 31st March 2016	<u>2,372,333</u>	<u>182,510</u>	<u>244,382</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

12. PROPERTY, PLANT AND EQUIPMENT - continued

Group

	Fixtures and fittings £	Motor vehicles £	Totals £
COST			
At 1st April 2016	259,946	85,437	3,540,288
Additions	34,760	33,000	1,001,370
Disposals	-	(18,365)	(18,365)
At 31st March 2017	<u>294,706</u>	<u>100,072</u>	<u>4,523,293</u>
DEPRECIATION			
At 1st April 2016	111,407	32,084	539,171
Charge for year	58,510	23,225	331,881
Eliminated on disposal	-	(9,184)	(9,184)
At 31st March 2017	<u>169,917</u>	<u>46,125</u>	<u>861,868</u>
NET BOOK VALUE			
At 31st March 2017	<u>124,789</u>	<u>53,947</u>	<u>3,661,425</u>
At 31st March 2016	<u>148,539</u>	<u>53,353</u>	<u>3,001,117</u>

Property, plant and equipment, included in the above, which are held under hire purchase contracts are as follows:

	Plant and machinery £	Motor vehicles £	Totals £
COST			
At 1st April 2016	71,322	20,311	91,633
Additions	<u>651,840</u>	-	<u>651,840</u>
At 31st March 2017	<u>723,162</u>	<u>20,311</u>	<u>743,473</u>
DEPRECIATION			
At 1st April 2016	22,876	12,276	35,152
Charge for year	<u>43,207</u>	<u>4,535</u>	<u>47,742</u>
At 31st March 2017	<u>66,083</u>	<u>16,811</u>	<u>82,894</u>
NET BOOK VALUE			
At 31st March 2017	<u>657,079</u>	<u>3,500</u>	<u>660,579</u>
At 31st March 2016	<u>48,446</u>	<u>8,035</u>	<u>56,481</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

12. PROPERTY, PLANT AND EQUIPMENT - continued

Company	Freehold property £
COST	
At 1st April 2016 and 31st March 2017	<u>2,445,705</u>
DEPRECIATION	
At 1st April 2016	73,372
Charge for year	<u>16,648</u>
At 31st March 2017	<u>90,020</u>
NET BOOK VALUE	
At 31st March 2017	<u>2,355,685</u>
At 31st March 2016	<u>2,372,333</u>

13. FIXED ASSET INVESTMENTS

Group	Interest in associate £	Unlisted investments £	Totals £
COST			
At 1st April 2016	30,600	22,136	52,736
Additions	255,024	22,234	277,258
Disposals	-	(22,135)	(22,135)
Share of profit/(loss)	(54,411)	-	(54,411)
Reversal of impairments	<u>2,550</u>	<u>-</u>	<u>2,550</u>
At 31st March 2017	<u>233,763</u>	<u>22,235</u>	<u>255,998</u>
NET BOOK VALUE			
At 31st March 2017	<u>233,763</u>	<u>22,235</u>	<u>255,998</u>
At 31st March 2016	<u>30,600</u>	<u>22,136</u>	<u>52,736</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

13. FIXED ASSET INVESTMENTS - continued

Company

	Shares in group undertakings £	Interest in associate £	Interest in other participating interests £	Unlisted investments £	Totals £
COST					
At 1st April 2016	292,501	27,450	25,000	22,136	367,087
Additions	3	125	5,000	22,234	27,362
Disposals	-	-	-	(22,135)	(22,135)
Reversal of impairments	-	2,550	-	-	2,550
At 31st March 2017	<u>292,504</u>	<u>30,125</u>	<u>30,000</u>	<u>22,235</u>	<u>374,864</u>
NET BOOK VALUE					
At 31st March 2017	<u>292,504</u>	<u>30,125</u>	<u>30,000</u>	<u>22,235</u>	<u>374,864</u>
At 31st March 2016	<u>292,501</u>	<u>27,450</u>	<u>25,000</u>	<u>22,136</u>	<u>367,087</u>

The group or the company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Subsidiaries

Duncan & Toplis Limited

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Accountancy, audit and taxation services

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

Bishopsgate Amalgamations Limited

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Holding company

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

Kreston Duncan & Toplis Limited (incorporated 2nd November 2016)

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

13. FIXED ASSET INVESTMENTS - continued

Datcom LLP

Registered office: Lynx House, Elmer Street South, Grantham NG31 6QY

Nature of business: IT hardware and maintenance

	%
Class of shares:	holding
Corporate member	66.67

Duncan & Toplis Trustees Limited (incorporated 3rd June 2016)

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

VAT Compliance and Technical Support Limited

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

Duncan & Toplis Probate Services Limited

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Probate services and estate administration

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

Duncan & Toplis Kreston Limited (incorporated 2nd November 2016)

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary shares of £1 each	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

13. FIXED ASSET INVESTMENTS - continued

Associated companies

Queensgate Management (East Midlands) LLP

Registered office: 4 Henley Way, Doddington Road, Lincoln LN6 3QR

Nature of business: Management consultancy

	%
Class of shares:	holding
Corporate Member	50.00

Fidentia Services LLP

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Support services for Lloyds names

	%
Class of shares:	holding
Corporate Member	50.00

Bishopsgate Corporate Finance Limited

Registered office: 3 Castlegate, Grantham NG31 6SF

Nature of business: Negotiators of mergers and acquisitions

	%
Class of shares:	holding
Ordinary shares of £1 each	50.00

Tradeglaze (2016) Limited (incorporated 23rd May 2016)

Registered office: 16 Bishops Road, Off Outer Circle Road, Lincoln LN2 4JZ

Nature of business: Holding Company

	%
Class of shares:	holding
Ordinary shares of £1 each	25.00

14. INVENTORIES

	Group	
	2017	2016
	£	£
Goods held for resale	<u>43,843</u>	<u>32,969</u>

Inventories recognised in cost of sales during the year as an expense were £719,943 (2016 : £824,295) for the group and £nil (2016 : £nil) for the company.

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

15. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2017	2016	2017	2016
	£	£	£	£
Trade debtors	3,258,409	3,553,752	-	-
Amounts owed by group undertakings	-	-	463,788	843,957
Amounts owed by participating interests	-	-	114,136	58,767
Amounts owed by associates	67,840	-	-	-
Amounts recoverable on contract	1,890,902	1,456,504	-	-
Other debtors	10,405	111,155	-	-
Deferred tax asset	9,305	48,358	-	-
Prepayments and accrued income	582,630	513,515	3,745	-
	<u>5,819,491</u>	<u>5,683,284</u>	<u>581,669</u>	<u>902,724</u>

Deferred tax asset

	Group		Company	
	2017	2016	2017	2016
	£	£	£	£
Accelerated capital allowances	421	39,335	-	-
Other timing differences	8,884	9,023	-	-
	<u>9,305</u>	<u>48,358</u>	<u>-</u>	<u>-</u>

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2017	2016	2017	2016
	£	£	£	£
Bank loans and overdrafts (see note 18)	254,650	223,701	-	-
Other loans (see note 18)	61,875	95,258	-	-
Hire purchase contracts (see note 19)	257,209	46,226	-	-
Payments on account	129,451	103,963	-	-
Trade creditors	466,403	434,322	-	-
Corporation tax	216,789	726,077	23,375	16,847
Social security and other taxes	254,779	277,793	-	-
VAT	591,136	535,182	-	-
Other creditors	353,788	344,602	128	-
Directors' loan accounts	1,534,000	1,604,134	-	-
Accruals and deferred income	386,812	387,932	750	-
	<u>4,506,892</u>	<u>4,779,190</u>	<u>24,253</u>	<u>16,847</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017**

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	
	2017	2016
	£	£
Bank loans (see note 18)	4,229,253	4,342,220
Other loans (see note 18)	172,962	225,908
Hire purchase contracts (see note 19)	378,177	35,822
Other creditors	-	140,000
Directors' loan accounts	866,090	1,621,540
	<u>5,646,482</u>	<u>6,365,490</u>

18. LOANS

An analysis of the maturity of loans is given below:

	Group	
	2017	2016
	£	£
Amounts falling due within one year or on demand:		
Bank loans	254,650	223,701
Other loans	61,875	95,258
	<u>316,525</u>	<u>318,959</u>
Amounts falling due between two and five years:		
Bank loans	2,874,760	2,822,059
Other loans	172,962	225,908
	<u>3,047,722</u>	<u>3,047,967</u>
Amounts falling due in more than five years:		
Repayable by instalments		
Bank loans	<u>1,354,493</u>	<u>1,520,161</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

18. LOANS - continued

The group's principal borrowings as at the reporting date comprise three term loans and two overdrafts provided by HSBC Bank plc and loans from Directors. The principal features of these borrowings are summarised as follows:

Term loan 1; a repayment loan; £2,500,000 drawn down on 1st October 2014. The facility has a 15 year term and a floating interest rate of 1.45% p.a. over the Bank of England base rate. This facility has an interest rate renegotiation clause at the end of years 5 and 10.

Term loan 2; an interest only loan; £2,000,000 drawn down on 1st October 2014. The facility has a 3 year term and a floating interest rate of 1.55% p.a. over the Bank of England base rate. This loan has been renewed and rolled over in to the new facility on 1st July 2017 for a further 3 year term with the same interest rate.

Term loan 3; a repayment loan; total facility of £585,000 of which £300,000 was drawn down on 1st October 2015 and a further £145,000 was drawn down on 30th September 2016. The facility has a 7 year term and a floating interest rate of 1.75% p.a. over the Bank of England base rate.

Overdraft facility 1; to the value of £2,000,000. The facility is renewed on an annual basis and has a floating interest rate of 1.75% p.a. over the Bank of England base rate.

Overdraft facility 2; to the value of £50,000. The facility is renewed on an annual basis and has a floating interest rate of 2.75% p.a. over the Bank of England base rate.

Directors' loan accounts are unsecured and bear interest at 2.5% - 5.5% p.a. above the Bank of England base rate and are repayable over a period of time as cash flow allows.

19. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Hire purchase contracts	
	2017	2016
	£	£
Net obligations repayable:		
Within one year	257,209	46,226
Between one and five years	<u>378,177</u>	<u>35,822</u>
	<u>635,386</u>	<u>82,048</u>

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

19. LEASING AGREEMENTS - continued

Group

	Non-cancellable operating leases	
	2017	2016
	£	£
Within one year	389,589	375,589
Between one and five years	1,171,076	1,130,061
In more than five years	<u>794,292</u>	<u>794,292</u>
	<u>2,354,957</u>	<u>2,299,942</u>

Operating lease payments principally represent rentals payable by the group for certain of its office premises which have varying lease terms.

20. SECURED DEBTS

The following secured debts are included within creditors:

	Group	
	2017	2016
	£	£
Bank loans	4,483,903	4,565,921
Hire purchase contracts	<u>635,386</u>	<u>82,048</u>
	<u>5,119,289</u>	<u>4,647,969</u>

The group has entered in to a debenture in favour of HSBC Bank plc granting the holder fixed and floating charges over the assets of the group.

Hire purchase debts are secured on the assets to which the debt relates, namely office equipment and motor vehicles.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

21. FINANCIAL INSTRUMENTS

At the financial reporting date the group had the following financial instruments:

	Group	
	2017	2016
	£	£
Financial assets that are debt instruments measured at amortised cost		
Trade debtors	3,258,409	3,553,752
Amounts recoverable on contract	1,890,902	1,456,504
Other debtors	10,405	111,155
Financial liabilities measured at amortised cost		
Bank loans and overdrafts	2,340,500	2,270,000
Other loans	-	35,258
Hire purchase contracts	635,386	82,048
Payments on account	129,451	103,963
Trade creditors	466,403	434,322
Other creditors	353,663	484,602
Directors' loan accounts	2,400,090	3,225,674
Financial liabilities measured at fair value through the income statement		
Bank loan	2,143,403	2,295,921
Interest rate swaps	234,837	285,908
Financial liabilities measured at fair value through the income statement - net gains/(losses) arising from changes in fair value		
Bank loan	-	-
Interest rate swaps	51,071	(30,908)
Financial liabilities measured at fair value through the income statement - net income/(expenses)		
Bank loan	(39,876)	(46,282)
Interest rate swaps	-	-

The total interest income and interest expense for financial assets and financial instruments that are not measured at fair value through the income statement was £nil (2016 : £nil) and £254,851 (2016 : £438,084) respectively.

For further information on the bank loan see note 18, Term loan 1.

On 1st October 2014 the group acquired two interest rate swap agreements on similar terms with HSBC Bank plc. The total notional amount of the agreements is £1,500,000. The agreements give the group the rights to receive the HSBC Bank plc Base Rate on the notional amount and the liability to pay a fixed rate of interest of 4.5% on the notional amount. The swaps are settled monthly in arrears and expire on 1st February 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
for the Year Ended 31st March 2017

22. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2017 £	2016 £
3,000,000	Ordinary A	£1	3,000,000	3,000,000
25,100	Ordinary B	£1	25,100	24,500
1	Ordinary C	£1	1	1
4	Ordinary D	£1	4	4
100,000	Ordinary E	£1	100,000	100,000
			<u>3,125,105</u>	<u>3,124,505</u>

During the year there was a bonus issue of 600 Ordinary B shares of £1 each.

Ordinary A shares have 1 vote per share and dividend rights

Ordinary B shares have 1 vote per share and dividend rights

Ordinary C shares have dividend rights but no voting rights

Ordinary D shares have dividend rights but no voting rights

Ordinary E shares have 2 votes per share and dividend rights

On a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so) in the following order:

- Issue value of the ordinary A and E shares
- Issue value of the ordinary C share
- Issue value of the ordinary D shares
- Balance distributed among the ordinary B shareholders pro-rata to the number of ordinary B shares held

The "events after the end of the reporting period" note 26 refers to ordinary F shares which have 1 vote per share and dividend rights.

Following the restructure on 7th April 2017, on a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so) in the following order:

- Issue value of the ordinary A and F shares
- Issue value of the ordinary C share
- Issue value of the ordinary D shares
- Balance distributed among the ordinary B shareholders pro-rata to the number of ordinary B shares held

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

23. RESERVES

Group

	Retained earnings £
At 1st April 2016	1,486,894
Profit for the year	1,328,282
Dividends	(511,014)
Bonus share issue	<u>(600)</u>
At 31st March 2017	<u><u>2,303,562</u></u>

Company

	Retained earnings £
At 1st April 2016	502,415
Profit for the year	175,827
Dividends	(511,014)
Bonus share issue	<u>(600)</u>
At 31st March 2017	<u><u>166,628</u></u>

Retained earnings consists of group profits available for distribution to the shareholders.

24. CONTINGENT LIABILITIES

Group entities have entered into an unlimited cross guarantee in favour of HSBC Bank plc to secure all the bank facilities of the group.

25. RELATED PARTY DISCLOSURES

Company Directors

	2017 £	2016 £
Transfer of property, plant and equipment at market value	-	7,500
Amount due to related party	<u><u>2,400,090</u></u>	<u><u>3,225,674</u></u>

During the period the group was in receipt of unsecured loans from the related party and/or their partner. The principal terms of these loans are detailed in note 18. Included in the above balance due to the related party is £866,090 (2016 : £1,621,540) due after more than one year.

DUNCAN & TOPLIS HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the Year Ended 31st March 2017

25. RELATED PARTY DISCLOSURES - continued

Directors' Pension Scheme

	2017	2016
	£	£
Sales - Management Charges	25,000	22,180
Purchases - Rent	302,780	509,670
Amount due from related party	<u>25,321</u>	<u>30,000</u>

The group administers pension payments on behalf of the related entity and the above balance owed from the related entity is in regards to this activity.

26. EVENTS AFTER THE END OF THE REPORTING PERIOD

On 7th April 2017 the following events occurred:

- The company purchased 200,000 ordinary A shares of £1 each which were subsequently cancelled;
- The company purchased 700 ordinary B shares of £1 each which were held as treasury shares;
- The company purchased 100,000 ordinary E shares of £1 each which were subsequently cancelled;
- The company issued 400,000 ordinary F shares of 0.01 pence each which were paid in full.

27. ULTIMATE CONTROLLING PARTY

No one individual controls the company.

28. DISPOSALS

On 3rd March 2017 the group sold 400 shares in its subsidiary undertaking, Bishopsgate Corporate Finance Limited for cash consideration of £53,428. Up to the transaction date Bishopsgate Corporate Finance Limited has been consolidated as a subsidiary undertaking and subsequently as an associate undertaking. The retained profit within the group consolidated financial statements attributable to Bishopsgate Corporate Finance Limited whilst it was a subsidiary is £83,710 (2016 : £135,173).

On 1st April 2016 the profit sharing arrangements for Datcom LLP were altered so that the group's share of profits reduced from 75% to 66.67%. At the same time, the non-controlling interest increased their investment in Datcom LLP by £6,666.