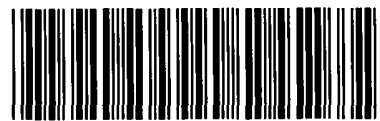


Eaton Gate MGU Limited

Registered number: 09825821

**Annual report and financial statements
for the period ended 31 December 2016**

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Eaton Gate MGU Limited

Report and Financial Statements

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Eaton Gate MGU Limited

Report and Financial Statements

Directors' report

Eaton Gate MGU Limited was incorporated on 15 October 2015.

Directors

The directors, who served throughout the period except as noted, were as follows:

Gary Burke	appointed 14 October 2016
Rinku Patel	appointed 20 September 2016 (resigned 1 Dec 2016)
Jonathan Matthews	appointed 20 September 2016
Amanda Blanc	appointed 1 November 2016
George Prescott	appointed 1 November 2016
James Weatherstone	appointed 9 Jan 2017

Director's indemnities

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

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.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

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

Approved by the Board and signed on its behalf by:



Gary Burke

Director

Date: 7 JULY 2017

20 St. Dunstan's Hill
London
EC3R 8HL

Eaton Gate MGU Limited
Directors' responsibilities statement
For the period ended 31 December 2016

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. 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 Financial Reporting Standard 102 section 1A. 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 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 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.

Eaton Gate MGU Limited

Independent auditor's report to the members of Eaton Gate (Holdings) Limited

We have audited the financial statements of Eaton Gate MGU Limited for the period ended 31 December 2016 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 31 December 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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 Directors' Report.

Eaton Gate MGU Limited
Independent auditor's report to the members of Eaton Gate (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, 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 in preparing the Directors' Report or from the requirement to prepare a Strategic Report.



Adam Knight FCA (senior statutory auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, England

7 JULY 2017

Eaton Gate MGU Limited
Profit and loss account
For the period ended 31 December 2016

	Notes	<u>2016</u> <u>£</u>
Turnover	3	192,603
Administrative costs		<u>(351,830)</u>
Operating loss		<u>(159,227)</u>
Loss before taxation	4	<u>(159,227)</u>
Taxation		0
Loss for the financial period		<u>(159,227)</u>

The Company has no comprehensive income other than the amounts recognised in the profit and loss account above. Accordingly no statement of comprehensive income has been presented. All amounts relate to continuing operations.

There are no recognised gains or losses other than the loss for the period.

The notes on pages 7 to 12 form part of these financial statements.

Eaton Gate MGU Limited
Company balance sheet
At 31 December 2016

	Notes	2016 £
Current assets		
Debtors: amounts falling due within one year	7	192,603
Cash at bank and in hand	8	1,364,668
		<u>1,557,270</u>
Creditors: amounts falling due within one year	9	<u>(1,716,497)</u>
Net current assets		<u>(159,226)</u>
Total assets less current liabilities		<u>(159,226)</u>
Net liabilities		<u>(159,226)</u>
Capital and reserves		
Called up share capital	10	1
Profit and loss account	10	<u>(159,227)</u>
Total capital and reserve		<u>(159,226)</u>

The financial statements have been prepared and delivered in accordance with the provisions applicable to small companies within part 15 of the Companies Act 2006.

The financial statements were approved by the board and were signed on its behalf on 7th July 2017.



Gary Burke
Director
Date: 7 JULY 2017

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

1. Accounting policies

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

a. General information and basis of accounting

Eaton Gate MGU Limited (the Company) 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 Company's registered office is 20 St. Dunstan's Hill, London, EC3R 8HL.

The principle activity of the Company is that of insurance intermediation.

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) issued by the Financial Reporting Council. The Company has elected to apply the small entities regime and prepare its financial statements in accordance with Section 1A of FRS 102.

The functional currency of Eaton Gate MGU 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 and are rounded to the nearest whole pound sterling except where otherwise indicated.

b. Going concern

The company's forecasts and projections, taking account of reasonable possible change in trading performance, show that the Group should be able to operate within the level of its current facilities.

A cash flow forecast for the next twelve months from date of signing has been prepared by management which includes funds from additional loans to support the short term working capital shortfall from revenue.

Management have started the process of raising these additional funds. The company is currently meeting the cashflow requirements.

The directors are confident that they will be able to complete the funding raise that will provide the company with sufficient funding to meet its minimum expenditure commitments and support its planned level of overhead expenditures, and therefore that it is appropriate to prepare the financial statements on a going concern basis.

c. Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Group transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Group, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Cash and equivalents

Cash and equivalents comprise cash in hand and deposits which are readily available and which are subject to insignificant risk changes in value and have an original maturity of three months or less at acquisition. The carrying amount of assets is approximately to fair value.

(iii) Debtors

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

(iv) Creditors

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

d. 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.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, 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 liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

e. Turnover

Turnover comprises net commission and fees receivable on business incepted during the period. Any adjustments to commission arising from premium additions or reductions are recognised as and when they are notified to the Company. To the extent that the Company is contractually obliged to provide services after this date, Profit commission is recognised when the amount can be estimated with a reasonable degree of certainty.

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

f. Employee benefits

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other retirement benefits is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Other long-term employee benefits are measured at the present value of the benefit obligation at the reporting date.

g. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

h. Insurance intermediary assets and liabilities

Some of the group subsidiaries act as underwriting agents and such are insurance intermediaries. Insurance intermediaries, generally are not liable as principals for the amount arising from such transactions. As such, insurance liability balances are shown net of the related insurance debtors to the extent to which the group bears no risk.

2. Critical accounting judgements

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.

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.

No significant account judgement or estimates were made by the directors for the financial period.

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

3. Turnover

The turnover of the Company for the period has been derived from its principal activity, providing services as an insurance intermediary.

Analysis of the Company turnover by type is as follows:

	<u>2016</u>
	<u>£</u>
Net commissions	192,603
Turnover	<u>192,603</u>

4. Loss before taxation

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

	<u>2016</u>
	<u>£</u>
Administration expenses:	
Staff costs and directors emoluments	3,750
administration and insurance intermediary services fees	198,662
IT costs	41,310
Consulting and legal expenses	38,599
Other costs	<u>69,509</u>
	351,830

The analysis of the auditor's remuneration is as follows:

Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	10,000
Total audit fees	<u>10,000</u>

5. Staff numbers and costs

No employees are employed directly by Eaton Gate MGU Limited. All employees are employed and paid by a related party company which recharges Eaton Gate MGU Limited.

6. Director emoluments

	<u>2016</u>
	<u>£</u>
Non-executive directors' fees	<u>3,750</u>

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

7. Debtors: amounts falling due within one year

	2016
	£
Due from brokers	192,603
	<u>192,603</u>

8. Cash at bank and in hand

	2016
	£
Bank	1,364,668
	<u>1,364,668</u>

9. Creditors: amounts falling due in one year

	2016
	£
Trade creditors	15,000
Accruals	13,750
Loan from holding Company	1,687,747
	<u>1,716,497</u>

10. Called-up share capital and reserves

	2016
	£
Allotted, called-up and fully-paid	
1 ordinary share of 1 each	<u>1</u>

	2016
	£
Profit and loss account balance beginning of the period	0
Loss for the period	(159,227)
Profit and loss account balance end of the period	<u>(159,227)</u>

Eaton Gate MGU Limited
Notes to the financial statements
For the period ended 31 December 2016

11. Related party transactions

The company has taken advantage of the exceptions in FRS 102 which exempts the reporting of transactions between group companies in the financial statements of companies that are wholly within the group.

During the period the Company received net commissions of £192,603 from Iprism Limited which has a common director (G. Burke)

12. Controlling party

Mr.G Burke, a director of the Company, controls the Company as a result of controlling, directly 100 per cent of the issued share capital of the Holding Company, Eaton Gate Holdings Limited.