

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **10373330**

The Registrar of Companies for England and Wales, hereby certifies that

**SCL INSIGHT LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **13th September 2016**



\* N103733307 \*



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**(ef)

**Application to register a company**



Received for filing in Electronic Format on the: **12/09/2016**

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*Company Name in full:* **SCL INSIGHT LIMITED**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **C/O PKF LITTLEJOHN 2ND FLOOR, 1 WESTFERRY CIRCUS  
CANARY WHARF  
LONDON  
UNITED KINGDOM E14 4HD**

*Sic Codes:* **74909**

*I wish to partially adopt the following model articles:>*

**Private (Ltd by Shares)**

## *Proposed Officers*

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*Company Director* 1

*Type:* **Person**

*Full Forename(s):* **MR ALEXANDER WADDINGTON**

*Surname:* **OAKES**

*Service Address:* **LARK HOUSE WEST END  
KINGHAM  
CHIPPING NORTON  
UNITED KINGDOM OX7 6YL**

*Country/State Usually Resident:* **THAILAND**

*Date of Birth:* **\*\*/11/1968** *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## *Statement of Capital (Share Capital)*

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>100</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>100</b>
<i>Prescribed particulars</i>			

**VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.**

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>100</b>
		<i>Total aggregate nominal value:</i>	<b>100</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## *Initial Shareholdings*

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<i>Name:</i>	<b>SCL GROUP LIMITED</b>		
<i>Address</i>	<b>2ND FLOOR, 1 WESTFERRY CIRCUS CANARY WHARF LONDON UNITED KINGDOM E14 4HD</b>	<i>Class of Shares:</i>	<b>ORDINARY</b>
		<i>Number of shares:</i>	<b>100</b>
		<i>Currency:</i>	<b>GBP</b>
		<i>Nominal value of each share:</i>	<b>1</b>
		<i>Amount unpaid:</i>	<b>0</b>
		<i>Amount paid:</i>	<b>1</b>

## *Persons with Significant Control (PSC)*

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**Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## *Relevant Legal Entity (RLE) details*

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*Company Name:* **SCL GROUP LIMITED**

*Service Address:* **2ND FLOOR, 1 WESTFERRY CIRCUS CANARY WHARF  
LONDON  
UNITED KINGDOM  
E14 4HD**

*Legal Form:* **ENGLAND & WALES**

*Governing Law:* **PRIVATE LIMITED**

*Register Location:* **UNITED KINGDOM**

*Country/State:* **UNITED KINGDOM**

*Registration Number:* **05514098**

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>



## *Statement of Compliance*

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*Name:* **SCL GROUP LIMITED**  
*Authenticated* **YES**

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## **Authorisation**

*Authoriser Designation:* **subscriber** *Authenticated* **YES**

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## COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

SCL INSIGHT LIMITED

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication by each subscriber
SCL GROUP LIMITED	SCL GROUP LIMITED

Dated 12/9/2016

**Company Number:**

**The Companies Act 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

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# **ARTICLES OF ASSOCIATION**

**SCL INSIGHT LIMITED**

**Incorporated on**

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# THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### SCL INSIGHT LIMITED

##### 1. PRELIMINARY

- 1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 7(2), 9(2), 14, 19(5), 21, 24, 26(5), 28(3), 36(4) and 44(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

##### 2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"appointor" has the meaning given in Article 7.1;

"call" has the meaning given in Article 10.1;

"call notice" has the meaning given in Article 10.1;

"call payment date" has the meaning given in Article 10.4;

"forfeiture notice" has the meaning given in Article 10.4;

"lien enforcement notice" has the meaning given in Article 9.4;

"relevant rate" has the meaning given in Article 10.4;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 6.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

### **3. PROCEEDINGS OF DIRECTORS**

- 3.1 The maximum and minimum number of directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, the general rule about decision-making by the directors does not apply, and the sole director may take decisions without regard to any of the provisions of the Articles (including Model Article 11(2)) relating to directors' decision-making.
- 3.2 Subject to Article 3.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 3.3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 3.4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
  - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

### **4. UNANIMOUS DECISIONS**

- 4.1 Model Article 8(2) shall be amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

### **5. TERMINATION OF DIRECTOR'S APPOINTMENT**

- 5.1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

## 6. SECRETARY

- 6.1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

## 7. ALTERNATE DIRECTORS

- 7.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-

- (i) exercise that director's powers; and
- (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-

- (i) identify the proposed alternate; and
- (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.

- 7.2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor.

- (b) Except as these Articles specify otherwise, alternate directors:-

- (i) are deemed for all purposes to be directors;
- (ii) are liable for their own acts or omissions;
- (iii) are subject to the same restrictions as their appointors; and
- (iv) are not deemed to be agents of or for their appointors.

- (c) A person who is an alternate director but not a director:-

- (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
- (ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

- (d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.

- (e) Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".

7.3 An alternate director's appointment as an alternate terminates:-

- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;
- (c) on the death of his appointor; or
- (d) when his appointor's appointment as a director terminates.

**8. ISSUE OF SHARES**

8.1 Shares may be issued as nil, partly or fully paid.

8.2 (a) Unless the members of the Company by special resolution direct otherwise, all shares which the directors propose to issue must first be offered to the members in accordance with the following provisions of this Article.

- (b) Shares must be offered to members in proportion as nearly as may be to the number of existing shares held by them respectively.

- (c) The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined.

- (d) After the expiration of the period referred to in (c) above, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; and such further offer shall be made in the like terms in the same manner and limited by a like period as the original offer.

- (e) Any shares not accepted pursuant to the offer referred to in (c) and the further offer referred to in (d) or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or dispose of the same to such persons, on such terms, and in such manner as they think fit.

8.3 In accordance with section 567 of the Companies Act 2006, sections 561 and 562 of the said Act are excluded.

**9. LIEN**

9.1 The Company has a first and paramount lien on all shares (whether or not such shares are fully paid) standing registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or is one of two or more joint holders, for all moneys payable by him or his estate to the Company (whether or not such moneys are presently due and payable).

9.2 The Company's lien over shares:-

- (a) takes priority over any third party's interest in such shares; and
- (b) extends to any dividend or other money payable by the Company in respect of such shares and (if the Company's lien is enforced and such shares are sold by the Company) the proceeds of sale of such shares.

9.3 The directors may at any time decide that a share which is or would otherwise be subject to the Company's lien shall not be subject to it, either wholly or in part.

9.4 (a) Subject to the provisions of this Article, if:-

- (i) a notice of the Company's intention to enforce the lien ("lien enforcement notice") has been sent in respect of the shares; and
- (ii) the person to whom the lien enforcement notice was sent has failed to comply with it,

the Company may sell those shares in such manner as the directors decide.

(b) A lien enforcement notice:-

- (i) may only be sent in respect of shares if a sum is payable to the Company by the sole registered holder or one of two or more joint registered holders of such shares and the due date for payment of such sum has passed;
- (ii) must specify the shares concerned;
- (iii) must include a demand for payment of the sum payable within 14 days;
- (iv) must be addressed either to the holder of such shares or to a person entitled to such shares by reason of the holder's death, bankruptcy or otherwise; and
- (v) must state the Company's intention to sell the shares if the notice is not complied with.

(c) If shares are sold under this Article:-

- (i) the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and
- (ii) the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale.

(d) The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied:-

- (i) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice; and
- (ii) second, in payment to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the company's lien over the shares before the



sale for any money payable in respect of the shares after the date of the lien enforcement notice.

- (e) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been sold to satisfy the Company's lien on a specified date:-
  - (i) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
  - (ii) subject to compliance with any other formalities of transfer required by these Articles or by law, constitutes a good title to the share.

## **10. CALLS ON SHARES AND FORFEITURE**

- 10.1 (a) Subject to these Articles and the terms on which shares are allotted, the directors may send a notice (a "call notice") to a member requiring the member to pay the Company a specified sum of money (a "call") which is payable in respect of shares which that member holds at the date when the directors decide to send the call notice.
- (b) A call notice:-
  - (i) may not require a member to pay a call which exceeds the total sum unpaid on that member's shares (whether as to the share's nominal value or any amount payable to the Company by way of premium);
  - (ii) must state when and how any call to which it relates is to be paid; and
  - (iii) may permit or require the call to be paid by instalments.
- (c) A member must comply with the requirements of a call notice, but no member is obliged to pay any call before 14 days have passed since the call notice was sent.
- (d) Before the Company has received any call due under a call notice the directors may:-
  - (i) revoke it wholly or in part; or
  - (ii) specify a later time for payment than is specified in the call notice,by a further notice in writing to the member in respect of whose shares the call was made.
- 10.2 (a) Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which the call is required to be paid.
- (b) Joint holders of a share are jointly and severally liable to pay all calls in respect of that share.
- (c) Subject to the terms on which shares are allotted, the directors may, when issuing shares, make arrangements for a difference between the holders in the amounts and times of payment of calls on their shares.

- 10.3 (a) A call notice need not be issued in respect of sums which are specified, in the terms on which a share is allotted, as being payable to the Company in respect of that share (whether in respect of nominal value or premium):-
- (i) on allotment;
  - (ii) on the occurrence of a particular event; or
  - (iii) on a date fixed by or in accordance with the terms of issue.
- (b) But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is treated in all respects as having failed to comply with a call notice in respect of that sum, and is liable to the same consequences as regards the payment of interest and forfeiture.
- 10.4 (a) If a person is liable to pay a call and fails to do so by the call payment date:-
- (i) the directors may send a notice of forfeiture (a "forfeiture notice") to that person; and
  - (ii) until the call is paid, that person must pay the Company interest on the call from the call payment date at the relevant rate.
- (b) For the purposes of this Article:-
- (i) the "call payment date" is the date on which the call notice states that a call is payable, unless the directors give a notice specifying a later date, in which case the "call payment date" is that later date; and
  - (ii) the "relevant rate" is the rate fixed by the terms on which the share in respect of which the call is due was allotted or, if no such rate was fixed when the share was allotted, five percent per annum.
- (c) The relevant rate must not exceed by more than five percentage points the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998.
- (d) The directors may waive any obligation to pay interest on a call wholly or in part.
- 10.5 A forfeiture notice:-
- (a) may be sent in respect of any share in respect of which a call has not been paid as required by a call notice;
  - (b) must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise;
  - (c) must require payment of a call and any accrued interest by a date which is not less than 14 days after the date of the forfeiture notice;
  - (d) must state how the payment is to be made; and
  - (e) must state that if the forfeiture notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited.

- 10.6 If a forfeiture notice is not complied with before the date by which payment of the call is required in the forfeiture notice, the directors may decide that any share in respect of which it was given is forfeited and the forfeiture is to include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
- 10.7 (a) Subject to the following provisions of this Article 10.7, the forfeiture of a share extinguishes:-
- (i) all interests in that share, and all claims and demands against the Company in respect of it; and
  - (ii) all other rights and liabilities incidental to the share as between the person in whose name the share is registered and the Company.
- (b) Any share which is forfeited:-
- (i) is deemed to have been forfeited when the directors decide that it is forfeited;
  - (ii) is deemed to be the property of the Company; and
  - (iii) may be sold, re-allotted or otherwise disposed of as the directors think fit.
- (c) If a person's shares have been forfeited:-
- (i) the Company must send that person notice that forfeiture has occurred and record it in the register of members;
  - (ii) that person ceases to be a member in respect of those shares;
  - (iii) that person must surrender the certificate for the shares forfeited to the Company for cancellation;
  - (iv) that person remains liable to the Company for all sums due and payable by that person at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture); and
  - (v) the directors may waive payment of such sums wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
- (d) At any time before the Company disposes of a forfeited share, the directors may decide to cancel the forfeiture on such terms as they think fit.
- 10.8 (a) If a forfeited share is to be disposed of by being transferred, the Company may receive the consideration for the transfer and the directors may authorise any person to execute the instrument of transfer.
- (b) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been forfeited on a specified date:-
- (i) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and

(ii) subject to compliance with any other formalities of transfer required by these Articles or by law, constitutes a good title to the share.

(c) A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any) nor is that person's title to the share affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share.

(d) If the company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the Company the proceeds of such sale, net of any commission, and excluding any amount which:-

(i) was, or would have become, payable; and

(ii) had not, when that share was forfeited, been paid by that person in respect of that share,

but no interest is payable to such a person in respect of such proceeds and the Company is not required to account for any money earned on them.

10.9 (a) A member may surrender any share:-

(i) in respect of which the directors may issue a forfeiture notice;

(ii) which the directors may forfeit; or

(iii) which has been forfeited.

(b) The directors may accept the surrender of any such share.

(c) The effect of surrender on a share is the same as the effect of forfeiture on that share.

(d) A share which has been surrendered may be dealt with in the same way as a share which has been forfeited.

## 11. SHARE CERTIFICATES

11.1 (a) The Company must issue each member with one or more certificates in respect of the shares which that member holds.

(b) Except as is otherwise provided in these Articles, all certificates must be issued free of charge.

(c) No certificate may be issued in respect of shares of more than one class.

(d) A member may request the Company, in writing, to replace:-

(i) the member's separate certificates with a consolidated certificate; or

(ii) the member's consolidated certificate with two or more separate certificates.

(e) When the Company complies with a request made by a member under (d) above, it may charge a reasonable fee as the directors decide for doing so.

11.2 (a) Every certificate must specify:-

- (i) in respect of how many shares, of what class, it is issued;
  - (ii) the nominal value of those shares;
  - (iii) whether the shares are nil, partly or fully paid; and
  - (iv) any distinguishing numbers assigned to them.
- (b) Certificates must:-
- (i) have affixed to them the Company's common seal; or
  - (ii) be otherwise executed in accordance with the Companies Acts.

## **12. CONSOLIDATION OF SHARES**

- 12.1 (a) This Article applies in circumstances where:-
- (i) there has been a consolidation of shares; and
  - (ii) as a result, members are entitled to fractions of shares.
- (b) The directors may:-
- (i) sell the shares representing the fractions to any person including the Company for the best price reasonably obtainable; and
  - (ii) authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser.
- (c) Where any holder's entitlement to a portion of the proceeds of sale amounts to less than a minimum figure determined by the directors, that member's portion may be distributed to an organisation which is a charity for the purposes of the law of England and Wales, Scotland or Northern Ireland.
- (d) A person to whom shares are transferred is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions.
- (e) The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale.

## **13. DIVIDENDS**

- 13.1 (a) Except as otherwise provided by these Articles or the rights attached to the shares, all dividends must be:-
- (i) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
  - (ii) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
- (b) If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.
- (c) For the purpose of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

## **14. CAPITALISATION OF PROFITS**

- 14.1 A capitalised sum which was appropriated from profits available for distribution may be applied:-
- (a) in or towards paying up any amounts unpaid on any existing nil or partly paid shares held by the persons entitled; or
  - (b) in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- 14.2 Model Article 36(5)(a) is modified by the deletion of the words "paragraphs (3) and (4)" and their replacement with "Model Article 36(3) and Article 14.1".

## **15. WRITTEN RESOLUTIONS OF MEMBERS**

- 15.1 (a) Subject to Article 15.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-
- (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
  - (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 15.2 (a) Subject to Article 15.2(b), on a written resolution, a member has one vote in respect of each share held by him.
- (b) No member may vote on a written resolution unless all moneys currently due and payable in respect of any shares held by him have been paid.

## **16. NOTICE OF GENERAL MEETINGS**

- 16.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
  - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

## **17. QUORUM AT GENERAL MEETINGS**

- 17.1 (a) If and for so long as the Company has one member only who is entitled to vote on the business to be transacted at a general meeting, that member present at the meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.

- (b) If and for so long as the Company has two or more members entitled to vote on the business to be transacted at a general meeting, two of such members, each of whom is present at the meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.
- (c) Model Article 41(1) is modified by the addition of a second sentence as follows:-

"If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

## **18. VOTING AT GENERAL MEETINGS**

- 18.1 (a) Subject to Article 18.2 below, on a vote on a resolution at a general meeting on a show of hands:-
  - (i) each member who, being an individual, is present in person has one vote;
  - (ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote; and
  - (iii) if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the meeting has, subject to section 323(4) of the Companies Act 2006, one vote.
- (b) Subject to Article 18.2 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him.
- 18.2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member in respect of any shares held by that member have been paid.
- 18.3 (a) Model Article 44(2) is amended by the deletion of the word "or" in Model Article 44(2)(c), the deletion of the "." after the word "resolution" in Model Article 44(2)(d) and its replacement with "; or" and the insertion of a new Model Article 44(2)(e) in the following terms:-

"by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right".
- (b) A demand for a poll made by a person as proxy for a member is the same as a demand made by the member.
- 18.4 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

## **19. DELIVERY OF PROXY NOTICES**

- 19.1 Model Article 45(1) is modified, such that a "proxy notice" (as defined in Model Article 45(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

## **20. COMMUNICATIONS**

- 20.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

- 20.2 (a) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.

- (b) If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

- 20.3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

- (d) For the purposes of this Article 20.3, no account shall be taken of any part of a day that is not a working day.

## **21. COMPANY SEALS**

- 21.1 Model Article 49(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.

- 21.2 Model Article 49(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-



- (a) one authorised person in the presence of a witness who attests the signature; or
- (b) two authorised persons".

## **22. TRANSMISSION OF SHARES**

22.1 Model Article 27 is modified by the addition of new Model Article 27(4) in the following terms:-

"Nothing in these Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member".

22.2 All the Articles relating to the transfer of shares apply to:-

- (a) any notice in writing given to the Company by a transmittee in accordance with Model Article 28(1); and
- (b) any instrument of transfer executed by a transmittee in accordance with Model Article 28(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

## **23. WINDING UP**

23.1 If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may determine, but no member shall be compelled to accept any assets upon which there is a liability.

## **24. SHARE TRANSFERS**

- 24.1 (a) Model Article 26(1) is modified by the addition of the words "and, if any of the shares is nil or partly paid, the transferee" after the word "transferor".
- (b) The directors may refuse to register the transfer of a share, and, if they do so, the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for such refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration, unless the directors suspect that the proposed transfer may be fraudulent.

# Companies House

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Search for companies or officers

## SCL INSIGHT LIMITED

Company number **10373330**

Registered office address

Regina House, 124 Finchley Road, London, United Kingdom, NW3 5JS

Company status

Active

Company type

Private limited Company

Incorporated on

13 September 2016

### Accounts

Next accounts made up to **31 December 2017**  
due by **30 September 2018**

Last accounts made up to **31 December 2016**

### Confirmation statement

Next statement date **22 May 2019**  
due by **5 June 2019**

Last statement dated **22 May 2018**

### Nature of business (SIC)

- 74909 - Other professional, scientific and technical activities not elsewhere classified

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# Companies House

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Search for companies or officers

## SCL INSIGHT LIMITED

Company number **10373330**

Date	Type	Description	View / Download
24 May 2018	CS01	<b>Confirmation statement</b> made on 22 May 2018 with updates	(5 pages)
18 May 2018	CH01	<b>Director's details changed</b> for Mr Nigel John Oakes on 16 May 2018	(2 pages)
18 May 2018	PSC01	<b>Notification</b> of Nigel John Oakes as a person with significant control on 1 May 2018	(2 pages)
18 May 2018	PSC07	<b>Cessation</b> of Scl Group Limited as a person with significant control on 1 May 2018	(1 page)
16 May 2018	TM01	<b>Termination of appointment</b> of Julian David Wheatland as a director on 14 May 2018	(1 page)
16 May 2018	PSC07	<b>Cessation</b> of Nigel John Oakes as a person with significant control on 18 April 2018	(1 page)
16 May 2018	PSC05	<b>Change</b> of details for Scl Group Limited as a person with significant control on 18 April 2018	(2 pages)
16 May 2018	AD01	<b>Registered office address changed</b> from C/O Pkf Littlejohn 2nd Floor, 1 Westferry Circus Canary Wharf London E14 4HD United Kingdom to Regina House 124 Finchley Road London NW3 5JS on 16 May 2018	(1 page)
27 Apr 2018	TM01	<b>Termination of appointment</b> of Alexander Waddington Oakes as a director on 16 April 2018	(2 pages)
03 Apr 2018	TM01	<b>Termination of appointment</b> of Roger Michael Gabb as a director on 28 March 2018	(1 page)
07 Oct 2017	AA	<b>Total exemption full accounts</b> made up to 31 December 2016	(10 pages)
29 Sep 2017	CS01	<b>Confirmation statement</b> made on 12 September 2017 with updates	(5 pages)
29 Sep 2017	CH01	<b>Director's details changed</b> for Mr Nigel John Oakes on 21 July 2017	(2 pages)

29 Sep 2017	PSC04	<b>Change</b> of details for Nigel John Oakes as a person with significant control on 21 July 2017	(2 pages)
14 Sep 2017	PSC01	<b>Notification</b> of Nigel John Oakes as a person with significant control on 7 March 2017	(2 pages)
14 Sep 2017	PSC05	<b>Change</b> of details for Scl Group Limited as a person with significant control on 7 March 2017	(2 pages)
15 Jun 2017	AP01	<b>Appointment</b> of Mr Julian David Wheatland as a director on 7 March 2017	(2 pages)
15 Jun 2017	AP01	<b>Appointment</b> of Mr Nigel John Oakes as a director on 7 March 2017	(2 pages)
15 Jun 2017	AP01	<b>Appointment</b> of Mr Roger Michael Gabb as a director on 7 March 2017	(2 pages)
04 May 2017	AA01	<b>Previous accounting period shortened</b> from 31 December 2017 to 31 December 2016	(1 page)
24 Jan 2017	CH01	<b>Director's details changed</b> for Mr Alexander Waddington Oakes on 23 January 2017 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
24 Jan 2017	AA01	<b>Current accounting period extended</b> from 30 September 2017 to 31 December 2017 This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
17 Jan 2017	SH01	<b>Statement of capital following an allotment of shares</b> on 28 November 2016 <ul style="list-style-type: none"> <li>• GBP 200.00</li> </ul>	(4 pages)
16 Jan 2017	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> <li>• RES11 - <b>Resolution of removal of pre-emption rights</b></li> </ul>	(2 pages)
13 Sep 2016	NEWINC	<b>Incorporation</b> Statement of capital on 2016-09-13 <ul style="list-style-type: none"> <li>• GBP 100</li> <li>• MODEL ARTICLES - <b>Model articles adopted (Amended Provisions)</b></li> </ul>	(25 pages)

[Is there anything wrong with this page?](#)



**Confirmation Statement**

Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**



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Received for filing in Electronic Format on the: **24/05/2018**

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Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**

Confirmation **22/05/2018**

Statement date:

## Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>200</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>200</b>

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

---

## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>200</b>
		Total aggregate nominal value:	<b>200</b>
		Total aggregate amount unpaid:	<b>0</b>

## Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **120 transferred on 2018-04-18**  
**0 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NIGEL JOHN OAKES**

Shareholding 2: **200 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NIGEL JOHN OAKES**

Shareholding 3: **200 transferred on 2018-05-01**  
**0 ORDINARY shares held as at the date of this confirmation statement**  
Name: **SCL GROUP LIMITED**

# Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement



# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor



Companies House

**CH01** (ef)

**Change of Particulars  
for Director**



X767FX6X

*Company Name:* **SCL INSIGHT LIMITED**

*Company Number:* **10373330**

*Received for filing in Electronic Format on the:* **18/05/2018**

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*Details Prior to Change*

*Original Name:* **MR NIGEL JOHN OAKES**

*Date of Birth:* **\*\*/07/1962**

---

*New Details*

*Date of Change:* **16/05/2018**

*Country/State Usually Resident:* **UNITED KINGDOM**

## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.



**Notice of Individual Person  
with Significant Control**

Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**



Received for filing in Electronic Format on the: **18/05/2018**

X767FXDK

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## Notification Details

Date that person became **01/05/2018**  
registrable:

Name: **MR NIGEL JOHN OAKES**

Service address recorded as Company's registered office

Country/State Usually **UNITED ARAB EMIRATES**  
Resident:

Date of Birth: **\*\*/07/1962**

Nationality: **BRITISH**

## **Nature of control**

The person holds, directly or indirectly, 75% or more of the shares in the company.

The person holds, directly or indirectly, 75% or more of the voting rights in the company.

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

---

## **Register entry date**

Register entry date      **01/05/2018**

---

## **Authorisation**

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor



**Notice of ceasing to be a person  
with significant control (PSC)**

Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**



Received for filing in Electronic Format on the: **18/05/2018**

X767FX94

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## Cessation Details

Date ceased: **01/05/2018**

Name: **SCL GROUP LIMITED**

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## Register entry date

Register entry date **01/05/2018**

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## Authorisation

Authenticated

This form was authorised by one of the following:

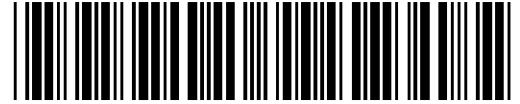
Director, Secretary, Person Authorised, Liquidator, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.



**Change of relevant legal entity (RLE) details**

Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**



Received for filing in Electronic Format on the: **16/05/2018**

X763XNP6

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### Details Prior to Change

Name: **SCL GROUP LIMITED**

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### New Details

Date of Change: **18/04/2018**

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### New entity details

New Legal Form: **ENGLAND & WALES**

New Governing Law: **UNITED KINGDOM**

New Register: **UNITED KINGDOM**

New Country/state of register: **UNITED KINGDOM**

New Registration Number: **05514098**

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### New Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

## Register entry date

Register entry date      **18/04/2018**

---

### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor



Registered number: 10373330

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**SCL INSIGHT LIMITED**

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**UNAUDITED**  
**FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2016**



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**SCL INSIGHT LIMITED**  
**REGISTERED NUMBER: 10373330**

---

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2016**

---

	Note	2016 £
<b>Fixed assets</b>		
Intangible assets	5	107,874
Tangible assets	6	2,173
		<u>110,047</u>
<b>Current assets</b>		
Debtors: amounts falling due within one year	7	680,227
Cash at bank and in hand	8	41
		<u>680,268</u>
Creditors: amounts falling due within one year	9	<u>(704,271)</u>
<b>Net current (liabilities)/assets</b>		<u>(24,003)</u>
<b>Total assets less current liabilities</b>		<u>86,044</u>
<b>Net assets</b>		<u><u>86,044</u></u>
<b>Capital and reserves</b>		
Called up share capital	10	200
Share premium account		400
Profit and loss account		85,444
		<u>86,044</u>
		<u><u>86,044</u></u>

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**SCL INSIGHT LIMITED**  
**REGISTERED NUMBER: 10373330**

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**STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
**AS AT 31 DECEMBER 2016**

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The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the period in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

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



21/9/17

**J Wheatland**  
Director

The notes on pages 3 to 9 form part of these financial statements.

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## SCL INSIGHT LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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#### 1. General information

SCL Insight Limited is a private company limited by shares and registered in England & Wales. The address of its registered office is 2nd Floor, 1 Westferry Circus, Canary Wharf, London, E14 4HD.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### 2.2 Revenue

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

###### Rendering of services

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

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

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**SCL INSIGHT LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2016**

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**2. Accounting policies (continued)**

**2.3 Intangible assets**

**Goodwill**

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the statement of comprehensive income over its useful economic life.

**Other intangible assets**

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Goodwill	-	5	years
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**2.4 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Computer equipment	-	33%	Straight line
Other fixed assets	-	25%	Reducing balance

**2.5 Debtors**

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

**2.6 Cash and cash equivalents**

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

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## SCL INSIGHT LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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#### 2. Accounting policies (continued)

##### 2.7 Financial instruments

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

##### 2.8 Creditors

Short term creditors are measured at the transaction price.

##### 2.9 Foreign currency translation

###### **Functional and presentation currency**

The Company's functional and presentational currency is GBP.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

##### 2.10 Pensions

###### **Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

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**SCL INSIGHT LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2016**

---

**3. Judgments in applying accounting policies and key sources of estimation uncertainty**

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

**Accruals**

The company makes an estimate of accruals at the year end based on invoices received after the period end, work undertaken which has not been invoiced based on quotations or estimates of amounts that maybe due for payment.

**4. Employees**

The average monthly number of employees, including directors, during the period was 3.

**5. Intangible assets**

	Goodwill £
<b>Cost</b>	
Additions	134,843
At 31 December 2016	<u>134,843</u>
<b>Amortisation</b>	
Charge for the year	26,969
At 31 December 2016	<u>26,969</u>
<b>Net book value</b>	
At 31 December 2016	<u><u>107,874</u></u>

The goodwill relates to the purchase of the company's trade from SCL Group Limited, the parent company, on 30 November 2016.

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**SCL INSIGHT LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2016**

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**6. Tangible fixed assets**

	Other fixed assets £
<b>Cost or valuation</b>	
Transfers intra group	2,173
At 31 December 2016	<u>2,173</u>
At 31 December 2016	<u>-</u>
<b>Net book value</b>	
At 31 December 2016	<u><u>2,173</u></u>

**7. Debtors**

	2016 £
Trade debtors	549,137
Other debtors	2,570
Prepayments and accrued income	128,520
	<u>680,227</u>

**8. Cash and cash equivalents**

	2016 £
Cash at bank and in hand	41
	<u>41</u>



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**SCL INSIGHT LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2016**

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**9. Creditors: Amounts falling due within one year**

	2016 £
Trade creditors	90,487
Amounts owed to group undertakings	53,329
Other taxation and social security	22,696
Other creditors	374,787
Accruals and deferred income	162,972
	<u>704,271</u>

**10. Share capital**

	2016 £
<b>Shares classified as equity</b>	
<b>Allotted, called up and fully paid</b>	
200 Ordinary shares of £1 each	<u>200</u>

The company issued 100 ordinary shares of £1 each at par on incorporation. On 28 November 2016, the company issued a further 100 ordinary shares of £1 each at a premium of £4 per share.

**11. Pension commitments**

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £31. Contributions totalling £56 were payable to the fund at the reporting date.

**12. Related party transactions**

At the reporting date the company owed £12,300 to A Oakes, the director of the company and £345,705 to N Oakes, a director of SCL Group Limited, the parent company.

On 30 November 2016 the parent company, SCL Group Limited, transferred its trade to SCL Insight Limited for a consideration of £134,843. At the reporting date £53,329 was due to SCL Group Limited.

**13. Controlling party**

The company was under the control of SCL Group Limited throughout the period.

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**SCL INSIGHT LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2016**

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**14. First time adoption of FRS 102**

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.



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**



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Received for filing in Electronic Format on the: **29/09/2017**

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Company Name: **SCL INSIGHT LIMITED**

Company Number: **10373330**

Confirmation **12/09/2017**

Statement date:

## Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>200</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>200</b>

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>200</b>
		Total aggregate nominal value:	<b>200</b>
		Total aggregate amount unpaid:	<b>0</b>

## Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **120 ORDINARY shares held as at the date of this confirmation statement**

Name: **NIGEL JOHN OAKES**

Shareholding 2: **120 transferred on 2017-03-07**

**80 ORDINARY shares held as at the date of this confirmation statement**

Name: **SCL GROUP LIMITED**

# Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor

# SH01

## Return of allotment of shares



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation.

**What this form is NOT for**  
You cannot use this form to give  
notice of shares taken on  
formation of the company or  
for an allotment of a new  
share by an unlimited

SATURDAY



\*A5MH0XK1\*  
A10 24/12/2016 #269

COMPANIES HOUSE

### 1 Company details

Company number 1 0 3 7 3 3 3 0

Company name in full SCL INSIGHT LIMITED

**Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates <sup>1</sup>

From Date <sup>d</sup> 2 <sup>d</sup> 8 <sup>m</sup> / <sup>m</sup> / <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 1 <sup>y</sup> 6  
To Date <sup>d</sup> / <sup>d</sup> / <sup>m</sup> / <sup>m</sup> / <sup>y</sup> / <sup>y</sup> / <sup>y</sup> / <sup>y</sup>

**1 Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

**2 Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
	Ordinary	100	1	500	

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

**Continuation page**  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.  
If a PLC, please attach  
valuation report (if  
appropriate)

Certain assets and liabilities of SCL Group Limited



# SH01

## Return of allotment of shares

**4**

### Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency <i>Complete a separate table for each currency</i>	Class of shares <i>E.g. Ordinary/Preference etc.</i>	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
Sterling	Ordinary	200	200.00	
<b>Totals</b>		200	200.00	
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		200	200	0

<sup>1</sup> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

# SH01

## Return of allotment of shares

<b>5</b> Statement of capital (prescribed particulars of rights attached to shares)	
Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.	
Class of share	Ordinary
Prescribed particulars <sup>1</sup>	Full rights to receive notice of, attend and vote at general meetings. Each share carries one vote and full rights to dividends and capital distributions (including upon winding up)
Class of share	
Prescribed particulars <sup>1</sup>	
Class of share	
Prescribed particulars <sup>1</sup>	

**<sup>1</sup> Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share.

Continuation page  
Please use a Statement of capital continuation page if necessary.



<b>6</b> Signature	
I am signing this form on behalf of the company.	
Signature	<div style="border: 1px solid black; padding: 5px;"> <p style="font-size: small; margin: 0;">Signature</p> <p style="font-size: 2em; margin: 0;">X  X</p> </div>
<p>This form may be signed by:                  Director <sup>2</sup> Secretary, Person authorised <sup>3</sup> Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

**<sup>2</sup> Societas Europaea**  
 If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

**<sup>3</sup> Person authorised**  
 Under either section 270 or 274 of the Companies Act 2006.

# SH01

## Return of allotment of shares

 <b>Presenter information</b>	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	David Baverstock
Company name	Fladgate LLP
Address	16 Great Queen Street
	London
Post town	
County/Region	
Postcode	W C 2 B 5 D G
Country	
DX	Kingsway - DX 37971
Telephone	020 3036 7000
 <b>Checklist</b>	
We may return forms completed incorrectly or with information missing.	
Please make sure you have remembered the following:	
<input type="checkbox"/> The company name and number match the information held on the public Register.	
<input type="checkbox"/> You have shown the date(s) of allotment in Section 2.	
<input type="checkbox"/> You have completed all appropriate share details in Section 3.	
<input type="checkbox"/> You have completed the appropriate sections of the Statement of capital.	
<input type="checkbox"/> You have signed the form.	

 <b>Important information</b>	
Please note that all information on this form will appear on the public record.	
 <b>Where to send</b>	
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:	
For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.	
For companies registered in Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).	
For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.	
 <b>Further information</b>	
For further information, please see the guidance notes on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>	
This form is available in an alternative format. Please visit the forms page on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>	