Windrush Ventures Limited

Directors' report and consolidated financial statements Registered number 6397276 for the year ended 31 March 2014

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 March 2014.

Principal activities

The principal activity of Windrush Ventures Limited ("the Group and parent company") is the provision of management services and it intends to continue this activity in the future.

Strategic report

The Group and parent company has traded satisfactorily during the year. The continued investment in the development of the business has resulted in a profit for the financial year of £812,000 (2013: £1,995,000).

The Directors acknowledge their responsibility for the overall management of the risks faced by the Group. The key business risks and uncertainties affecting the Group are considered to relate to the general strength of the global economy and the interest rate environment.

Proposed dividend

The directors do not recommend the payment of a dividend (2013: £Nil).

Directors

The directors who held office during the year were as follows:

DN Lyon

CJ Rimmer

JS Searancke

Political and charitable contributions

The Group made no charitable or political contributions in the year (2013:£Nil)

Disclosure of information to auditor

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The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Group and parent company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

CJ Rimmer Director 50 Broadway, London SW1H 0BL

20 November 2014

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the Company and Group financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 Group and the parent company and of their profit or loss for that period. In preparing each of the Group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINDRUSH VENTURES LIMITED

We have audited the financial statements of Windrush Ventures Limited for the year ended 31 March 2014 set out on pages 4 to 19. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2014 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

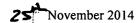
Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

James Harris (Grain 6

Jonathan Martin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
8 Salisbury Square
London
EC4Y 8BB



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Consolidated Profit and Loss Account

for the year ended 31 March 2014

	Note	2014 £000	2013 £000
Group Turnover	2	14,199	14,917
Administrative expenses	3	(12,953)	(12,139)
Total operating profit		1,246	2,778
Other interest receivable and similar income Interest payable and similar charges	6 7	23	25 (1)
Profit on ordinary activities before taxation		1,269	2,802
Profits taxed on the Group Profits taxable on the minority directly		1,105 164	2,648 154
Tax on profit on ordinary activities	8	(293)	(653)
Profit on ordinary activities after taxation Minority interests*	15	976 (164)	2,149 (154)
Profit for the financial year		812	1,995

^{*}Pre-tax, taxable on other Members of Windrush Ventures No.2 LLP

There are no recognised gains or losses other than those included in the consolidated profit and loss account and consequently no statement of recognised gains and losses is prepared.

The notes on pages 9 to 19 form an integral part of these consolidated financial statements.

All activities relate to continuing operations.

Consolidated Balance Sheet at 31 March 2014

	Note	2014 £000	2014 £000	2013 £000	2013 £000
Fixed assets		2000	2000	2000	
Tangible assets	9		491		458
Investments	10		-		-
Current assets			491		458
Debtors; amounts falling due within one year	11	9,290	121	8,471	.50
Debtors; amounts falling due after one year	11	646		646	
Cash at bank and in hand		5,091		8,758	
		15,027		17,875	
Creditors: amounts falling due within one year	12	(1,943)		(1,956)	
Net current assets			13,084		15,919
Total assets less current liabilities			13,575		16,377
Creditors: amounts falling due after more than	13		(7,169)		(10,947)
one year					
Provisions for liabilities	14		(38)		(38)
Net assets			6,368		5,392
Capital and reserves					
Called up share capital	16		-		-
Profit and loss account	17		5,437		4,625
			5,437		4,625
Minority interests	15		931		767
Shareholders' funds			6,368		5,392

The notes on pages 9 to 19 form an integral part of these consolidated financial statements.

These financial statements were approved by the Board of Directors on November 2014 and were signed on its behalf by:

Company registered number: 6397276

Company Balance Sheet at 31 March 2014

	Note	2014 £000	2014 £000	2013 £000	2013 £000
Fixed assets	•		404		4.50
Tangible assets Investments	9 10		491		458
nivestinents	10				
			491		458
Current assets				2 (22	
Debtors (including £646,000 due after more than one year (2013: £646,000)	11	2,779		2,622	
Cash at bank and in hand		5,081		8,758	
				11 200	
Creditors: amounts falling due within one year	12	7,860 (1,943)		11,380 (1,956)	
Creditors, amounts faming due within one your	12	(1,545)		(1,550)	
Net current assets			5,917		9,424
Total assets less current liabilities			6,408		9,882
Creditors: amounts falling due after more than	13		(933)		(5,219)
one year Provisions for liabilities	14		(38)		(38)
110VISIONS TOT MUDITALES	14				
Net assets			5,437		4,625
Capital and reserves					
Called up share capital	16		_		-
Profit and loss account	17		5,437		4,625
Shareholders' funds			5,437		4,625

The notes on pages 9 to 19 form an integral part of these financial statements.

These financial statements were approved by the Board of Directors on November 2014 and were signed on its behalf by:

J8 Searancke Director

Company registered number: 6397276

Consolidated Cash Flow Statement

for the year ended 31 March 2014

	£000	2013 £000
19	(3,225)	9,144
20	23	24 (514)
20	(172)	(290)
	(3,667)	8,364
20	-	(1,138)
	(3,667)	7,226
		
	(3,667)	7,226
	20 20	19 (3,225) 20 23 (293) 20 (172)

The notes on pages 9 to 19 form an integral part of these consolidated financial statements.

5,437

4,625

Reconciliation of Movements in Shareholders' Funds for the year ended 31 March 2014

Closing shareholders' funds

Group Company 2014 2013 2014 2013 £000 £000 £000 £000 Profit for the financial year Profit for year 812 1,995 812 1,995 Net addition to shareholders' funds 812 1,995 1,995 812 Opening shareholders' funds 4,625 2,630 2,630 4,625

5,437

4,625

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Practices, and under the historical cost accounting rules. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the annual report and financial statements.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertaking made up to 31 March 2014.

Under Section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

Under FRS 1, Cash flow statements, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that its consolidated financial statements are publicly available.

Investments

In the Company's financial statements, investments in subsidiary undertakings, associates and joint ventures are stated at cost less impairment.

Tangible fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Leasehold improvements - life of lease
Furniture and fittings - 5 years
IT and telecommunications - 3 years

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Tax on profit on ordinary activities represents the tax payable by the Group on the parent company profits and on its share of the consolidated profits to which it is entitled as a Member of the LLP. Taxation payable on consolidated profits attributable to the minority interest cannot be determined reliably and therefore is not recorded in these financial statements. A reconciliation of taxes payable on profits on ordinary activities of the Group and the minority interest is set out in Note 8. Minority interests are shown gross of tax since its corporate tax charge is determined without reference to the Group policy set out above.

Turnover

Revenue is recognised when services have been delivered under an established arrangement, delivery has occurred, revenue can be measured, and its collection is probable. Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market.

2 Analysis of turnover

Turnover is received entirely in the United Kingdom from the principal activity of the Company and from the profit share receivable from undertakings in which the Company has a participating interest.

3 Notes to the profit and loss account

Profit on ordinary activities before taxation is stated after charging:	2014 £000	2013 £000
Depreciation and other amounts written off tangible fixed assets owned: Operating lease rentals – other Operating lease rentals – land and buildings Foreign exchange losses/(gains)	139 7 550 629	95 7 550 (232)
Auditor's remuneration:	2014 £000	2013 £000
Audit of these financial statements Audit of associated undertakings Non audit services	22 14 121	21 14 14
4 Remuneration of directors	2014 £000	2013 £000
Directors' emoluments	675	582

The aggregate of emoluments and amounts receivable of the highest paid director was £300,000 (2013: £273,000).

Directors' emoluments includes compensation of £225,000 for services provided to other associated entities which are under common ownership (2013: £183,000).

5 Staff numbers and costs

The average number of persons employed by the Group (including directors) during the year, analysed by category, was as follows:

was as follows:	Number of employees	
	Group 2014	2013
Administrative services	37	35
The aggregate payroll costs of these persons were as follows:	£000	£000
Wages and salaries Social security costs	2,546 158	2,990 253
	2,704	3,243
6 Other interest receivable and similar income		
	2014 £000	2013 £000
Other interest receivable and similar income	23	25
7 Interest payable and similar charges		
	2014 £000	2013 £000
Interest payable		1

8 Taxation

Analysis of charge in period		2014		2012
UK corporation tax	£000	2014 £000	£000	2013 £000
Current tax on income for the period Adjustments in respect of prior periods	300 (7)		653 (12)	
Total current tax		293		641
Deferred tax (see note 14) Origination/reversal of timing differences Effect of decreased tax rate Adjustment in respect of previous years	6 (5) (1)		13 (1)	
Total deferred tax		-		12
Tax on profit on ordinary activities		293		653

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2013:lower) than the standard rate of corporation tax in the UK of 23%, (2013:24%). The differences are explained below.

	2014 £000	2013 £000
Current tax reconciliation		
Profit on ordinary activities before tax	1,269	2,802
Current tax at 23% (2013: 24%)	292	672
Effects of:		
Expenses not deductible for tax purposes	71	42
Capital allowances for period	(24)	(24)
Adjustments to tax charge in respect of previous periods	(7) 	(12)
Tax charge on the profits of the Group	332	678
Less: profits taxed on other Members of the LLP	(39)	(37)
Total current tax charge (see above)	293	641

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly and reduce the deferred tax assets liability which has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

9 Tangible fixed assets

	Leasehold Improvements	Furniture and fittings	IT and tele- communications equipment	Total
Group and company	€000	£000£	€000	£000
Cost				
At beginning of year Additions	334 30	129 48	414 94	877 172
At end of year	364	177	508	1,049
Depreciation				
At beginning of year	104	59	256	419
Charge for year	36	16	87	139
At end of year	140	75	343	558
Net book value At 31 March 2014	224	102	165	491
At 31 March 2013	230	70	158	458

10 Fixed asset investments

Group	•	Other participating interests
Cost and net book value At beginning and end of year		1

The Group has a participating interest in Windrush Ventures No.3 LP, a limited partnership established in England and Wales that provides consultancy services.

Shares in Group undertaking £

Company

Cost and net book value
At beginning and end of year

1

The undertaking in which the Company's interest at the year end is more than 20% is Windrush Ventures No.2 LLP, a limited liability partnership originating in the United Kingdom, the principal activity of which is to be the General Partner of Windrush Ventures No.3 LP.

11 Debtors

2013 £000 480 6,495 469 1,027 ————————————————————————————————————	Company 2014 £000 708 202 560 663 ——— 2,133	2013 £000 480 177 292 1,027 ————————————————————————————————————
480 6,495 469 1,027 ————————————————————————————————————	708 202 560 663 —	480 177 292 1,027 ————————————————————————————————————
6,495 469 1,027 ————————————————————————————————————	202 560 663 —	177 292 1,027 ————————————————————————————————————
469 1,027 ————————————————————————————————————	560 663 —	1,976
1,027 ————————————————————————————————————	2,133	1,027
8,471	2,133	1,976
646	646	646
9,117	2,779	2,622
		2013
£000	£000	£000
300	904	300
477	-	477
1,179	1,039	1,179
1,956	1,943	1,956
	2013 £000 300 477 1,179	Company 2013 2014 £000 £000 300 904 477 - 1,179 1,039

13 C	editors:	amounts	falling	due.	after	more	than	one v	/ear
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	Group		Company	
	2014	2013	2014	2013
	£000	£000	€000	£000
Amounts owed to group undertakings	_	-	901	4,665
Amounts owed to related parties	7,169	10,947	32	554
	7,169	10,947	933	5,219

14 Provisions for liabilities

	Taxation £000
Group and company	
At beginning of year	38
Effect of change of tax rate	(5)
Capital allowances for year in excess of	
depreciation	6
Prior year adjustment	(1)
	
At end of year	38

15 Minority interests

	Group	Group
	2014	2013
	£000	£000
At beginning of year	767	1,751
Drawings	-	(1,138)
Retained profit for year	164	154
At end of year	931	767
		=

16 Called up share capital

Allotted collection and fully maid	2014 £	2013 £
Allotted, called up and fully paid 1 Ordinary share of £1 each	1	1
		
Shares classified in shareholders' funds	1	1

Deferred

17 Reconciliation of shareholders' funds

Group	Share Capital £	Profit and loss account £000
At beginning of year Profit for the year	1 -	4,625 812
At end of year	1	5,437
Company	Share Capital £	Profit and loss account £000
At beginning of year Profit for the year	1 -	4,625 812
At end of year	1	5,437

18 Commitments

Annual commitments under non-cancellable operating leases are as follows:

	2014		2013	
	Land and	Other	Land and	Other
	buildings		Buildings	
Group and company	£000	£000	£000	£000
Operating leases which expire:				
In the second to fifth years inclusive	550	7	-	7
over five years	-	-	550	•
	550	7	550	7

19 Reconciliation of operating profit to operating cash flows

			2014 £000	2013 £000
Operating profit			1,246	2,778
Depreciation			139	95
(Increase) in debtors			(819)	(3,312)
(Decrease)/increase in creditors			(3,791)	9,583
Net cash (outflow)/inflow from operating activities			(3,225)	9,144
20 Analysis of cash flows				
	2014	2014	2013	2013
	£000	£000	£000	£000
Returns on investment and servicing of finance				
Interest received	23		25	
Interest paid			(1)	
		23		24
Capital expenditure and financial investment				
Purchase of tangible fixed assets		172		290
Financing Drawings by minority interests				1,138
Drawings by inmortry interests		-		1,130

21 Related party disclosures

The Company is controlled by its Members. The ultimate controlling party as the ultimate owner of the Members is ACL Blair.

Group

The Group received remuneration of £12,422,000 (2013: £10,674,000) in connection with management services that it has provided to Windrush Ventures No.3 LP ("the LP"). The Group received a share of the net profits of the LP, amounting to £662,000 (2013: £2,106,000). The LP and the Group are related as Windrush Ventures No.2 LLP ("the LLP") is the General Partner of the LP. The Group paid £2,754,000 (2013: £2,022,000) to the LP for administrative expenses. Debtor and creditor balances below are shown net.

At 31 March 2014 the following amounts were due (to) / from related parties:

	2014	2013
	£000	£000
Windrush Ventures No.3 LP	(12)	(4,451)
Windrush Ventures No.1 Ltd	202	169

Company

The Company received remuneration of £12,422,000 (2013: £10,674,000) in connection with management services that it has provided to the LLP. The Company received a share of the profit available for discretionary division amongst members of the LLP, amounting to £498,000 (2013: £1,952,000). The Company and the LLP are related by common ownership. The Company paid £2,754,000 (2013: £2,022,000) to the LP for administrative expenses.

At 31 March 2014 the following amounts were due (to) / from related parties:

	2014 £000	2013 £000
Windrush Ventures No.2 LLP	(901)	(4,665)
Windrush Ventures No.1 Limited	202	169
Windrush Ventures No.3 LP	(31)	(554)