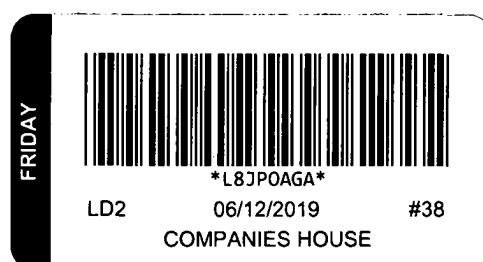


PPP Forum Limited
Directors' Report and Accounts
for the year ended 31 March 2019

Registered Number 4071463



PPP Forum Limited
Directors' Report and Accounts
for the year ended 31 March 2019

Contents

Directors' report for the year ended 31 March 2019	...1
Independent auditors' report to the members of PPP Forum Limited	...3
Profit and Loss Account for the year ended 31 March 2019	...6
Balance Sheet as at 31 March 2019	...7
Statement of Changes in Equity for the year ended 31 March 2019	...8
Notes to the accounts for the year ended 31 March 2019	...9

Directors' report for the year ended 31 March 2019

The directors present their annual report on the affairs of PPP Forum Limited (the 'Company'), together with the audited accounts and independent auditors' report, for the year ended 31 March 2019. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activities and future developments

The principal activities of the Company are the organisation of seminars, conferences and the management of technical and public affairs issues for the PFI/PPP industry. The directors expect the Company to carry on business in a similar fashion in the future.

Results, dividends and business review

The loss for the financial year was £8,928 (2018 - £20,971). No dividends have been proposed or paid in respect of the year under review (2018 - £nil).

Directors

The directors of the Company holding office during the year and up to the date of signing of these accounts were:

D.A. Metter
M.J. Webber
T.R. Pearson
D.J. Burton
T.J. Kashem (resigned 1 February 2019)

The directors have the benefit of a qualifying third party indemnity provision (as defined in 'section 234 of the Companies Act 2006) as they maintain Directors' and Officers' insurance in respect of the Company and its directors. This insurance was in force throughout the financial year and up to the date of approval of these accounts.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have prepared the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102, 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' ('FRS 102'). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards including FRS 102 have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

PPP Forum Limited

Directors' report for the year ended 31 March 2019 (continued)

Statement of directors' responsibilities (continued)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

Each of the directors in office at the date of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Independent auditors

PricewaterhouseCoopers LLP has indicated its willingness to continue in office as auditor for the ensuing year.

Strategic Report

The Company qualifies as a small company in accordance with the Companies Act 2006 and as such a Strategic report has not been included within these accounts.

On behalf of the Board,



D.J. Burton
Director and Secretary
28 June 2019

First floor, Boundary House
91/93 Charterhouse Street
London
EC1M 6HR

PPP Forum Limited

Independent auditors' report to the members of PPP Forum Limited

Report on the audit of the accounts

Opinion

In our opinion, PPP Forum Limited's accounts (the 'accounts'):

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the accounts, included within the Directors' Report and Accounts (the 'Annual Report'), which comprise; the Balance Sheet as at 31 March 2019; the Profit and Loss Account and the Statement of Changes in Equity for the year then ended; and the notes to the accounts, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the accounts section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the accounts in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the accounts is not appropriate; or
- the directors have not disclosed in the accounts any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the accounts are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and, in common with other companies, it is difficult to evaluate all of the potential implications on the Company's business and the wider economy.

PPP Forum Limited

Independent auditors' report to the members of PPP Forum Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the accounts and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the accounts does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the accounts or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 March 2019 is consistent with the accounts and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

Responsibilities for the accounts and the audit

Responsibilities of the directors for the accounts

As explained more fully in the Statement of directors' responsibilities set out on pages 1 and 2, the directors are responsible for the preparation of the accounts in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of accounts that are free from material misstatement, whether due to fraud or error.

In preparing the accounts, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

PPP Forum Limited

Independent auditors' report to the members of PPP Forum Limited (continued)

Auditors' responsibilities for the audit of the accounts

Our objectives are to obtain reasonable assurance about whether the accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these accounts.

A further description of our responsibilities for the audit of the accounts is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Richard McGuire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 June 2019

PPP Forum Limited

Profit and Loss Account for the year ended 31 March 2019

		2019	2018
	Note	£	£
Turnover	4	-	-
Administrative expenses		(8,928)	(20,971)
Operating loss	5	(8,928)	(20,971)
Loss on ordinary activities before taxation		(8,928)	(20,971)
Tax on loss on ordinary activities	6	-	-
Loss for the financial year		(8,928)	(20,971)

The Company has no income other than the amounts shown above in either the current or preceding year and consequently no Statement of Comprehensive Income has been prepared.

The accompanying notes on pages 9 to 13 are an integral part of these accounts.

Balance Sheet as at 31 March 2019

		2019	2018
	Note	£	£
Current assets			
Debtors	7	6,200	427
Cash at bank and in hand		14,020	29,921
		<u>20,220</u>	<u>30,348</u>
Creditors: amounts falling due within one year	8	(8,900)	(10,100)
Net assets		<u>11,320</u>	<u>20,248</u>
 Capital and reserves			
Called-up share capital	9	100	100
Profit and loss account		11,220	20,148
Total equity		<u>11,320</u>	<u>20,248</u>

The accompanying notes on pages 9 to 13 are an integral part of these accounts.

The accounts on pages 6 to 13 were authorised for issue by the board of directors on 28 June 2019 and were signed on its behalf.



D.J. Burton
Director
28 June 2019

PPP Forum Limited

Statement of Changes in Equity for the year ended 31 March 2019

	Called-up share capital £	Profit and loss account £	Total equity £
Balance as at 1 April 2017	100	41,119	41,219
Loss for the financial year	-	(20,971)	(20,971)
Total comprehensive income	-	(20,971)	(20,971)
Total transactions with owners recognised directly in equity	-	-	-
Balance as at 31 March 2018	100	20,148	20,248
Balance as at 1 April 2018	100	20,148	20,248
Loss for the financial year	-	(8,928)	(8,928)
Total comprehensive income	-	(8,928)	(8,928)
Total transactions with owners recognised directly in equity	-	-	-
Balance as at 31 March 2019	100	11,220	11,320

The accompanying notes on pages 9 to 13 are an integral part of these accounts.

PPP Forum Limited

Notes to the accounts for the year ended 31 March 2019

1 General information

The Company is a private company limited by shares and is incorporated in England and Wales with reference 4071463. Its registered office is at First floor, Boundary House, 91/93 Charterhouse Street, London, EC1M 6HR.

2 Statement of compliance

The accounts of the Company have been prepared in compliance with:

- Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102'); and
- The Companies Act 2006.

3 Accounting policies

The principal accounting policies applied in the preparation of these accounts are set out below. The policies have been consistently applied to all of the years presented, unless otherwise stated. The Company has adopted FRS 102 in these accounts.

(a) Basis of preparation

The accounts are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and FRS 102. The preparation of accounts in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There are no areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the accounts.

(b) Going concern

The directors have reviewed the Company's projected profit and have a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. The Company therefore continues to adopt the going concern basis.

(c) Turnover

Turnover is recognised on an accruals basis and represents amounts receivable for services provided in the normal course of business.

(d) Exemptions under FRS 102

FRS 102 allows certain disclosure exemptions. The Company has taken advantage of the following such exemptions:

(i) Statement of cash flows

The Company has taken advantage of the exemption from preparing a statement of cash flows under FRS 102 paragraph 1.12(b) on the basis that it is a qualifying entity and its ultimate parent company, Innisfree Group Limited, includes the Company's cash flows in its own consolidated accounts which are publicly available.

Notes to the accounts for the year ended 31 March 2019 (continued)

3 Accounting policies (continued)

(d) Exemptions under FRS 102 (continued)

(ii) Related party transactions

Under the provisions of FRS 102, the Company is exempt from disclosing related party transactions with other wholly owned group companies.

(iii) Financial instruments

Under the provisions of FRS 102, the Company is exempt from disclosing certain financial instrument disclosures on the basis that it is a qualifying entity and equivalent disclosures are included within the accounts of Innisfree Group Limited, in which the Company is consolidated and which are publicly available.

(e) Dividends

Dividends are recognised when the dividend is paid or approved by shareholders. These amounts are recognised in the Statement of Changes in Equity.

(f) Taxation

Taxation expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity, respectively.

Current or deferred taxation assets or liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantially enacted by the year end.

Deferred tax arises from timing differences that are the differences between taxable profits and profits as stated within the accounts. These timing differences arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the accounts. Deferred tax is recognised on all timing differences at the Balance Sheet date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date and that are expected to apply to the reversal of the timing difference.

(g) Foreign currency translation

The accounts are presented in Sterling which is the functional and presentational currency.

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. 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 Profit and Loss Account.

PPP Forum Limited

Notes to the accounts for the year ended 31 March 2019 (continued)

3 Accounting policies (continued)

(h) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets, which include debtors, are measured at fair value which is normally the transaction price. Such assets are subsequently carried at amortised cost using the effective rate method. Financial assets are derecognised when the contractual rights to the cash flows from the asset expire or are settled.

Financial assets measured at amortised cost are assessed for objective evidence of impairment at each Balance Sheet date. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Profit and Loss Account.

Basic financial liabilities, which include creditors, are measured at fair value which is normally the transaction price. Such liabilities are subsequently carried at amortised cost using the effective rate method. Creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Financial liabilities are derecognised when the liability is extinguished, being the date that the contractual obligation is discharged, cancelled or expires.

Financial assets and liabilities are offset and the net amounts presented in the accounts when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

4 Turnover and geographical information

Turnover and loss before taxation are both derived from the Company's activities in the PFI/PPP industry and the net assets of the Company were all engaged in that business. The Company did not charge fees for these activities in the current or preceding year.

5 Operating loss

Operating loss is stated after charging:

	2019 £	2018 £
Auditors' remuneration - Statutory audit of the Company	5,840	5,840
- Tax compliance services	3,060	3,060
Administration fee paid to Innisfree Limited	-	12,000

The administration fee paid to Innisfree Limited in the prior year comprised staff costs and overheads attributable to the management of the Company. No such fee was charged in the current year.

The Company has no employees (2018 - none). The directors of the Company received remuneration totalling £2,417 (2018 - £2,500) for their services to the Company during the year. The Company's directors are employees of a fellow subsidiary undertaking, Innisfree Limited, which bore these fees on behalf of the Company in both the current and preceding years.

PPP Forum Limited

Notes to the accounts for the year ended 31 March 2019 (continued)

6 Tax on loss

a) Tax charge

	2019	2018
	£	£
UK corporation tax:		
- current tax	-	-
Deferred tax:		
- origination and reversal of timing differences	-	-
Tax on loss	-	-

b) Reconciliation of tax charge

The tax charge is based on an effective UK corporation tax rate of 19% (2018 - 19%). The current tax is different to the standard rate of UK corporation tax as explained below:

	2019	2018
	£	£
Loss before taxation	(8,928)	(20,971)
Loss multiplied by the standard rate of tax in the UK of 19% (2018 - 19%)	(1,696)	(3,984)
Group relief surrendered not paid	1,696	3,984
Total tax charge	-	-

A deferred tax asset of £1,955 (2018 - £1,955), calculated based on the UK corporation tax rate of 19% effective for periods beginning 1 April 2019 (2018 - 19%), in respect of trading losses, has not been recognised as the directors believe it is unlikely that the Company will have sufficient taxable profits in the future to utilise it.

As part of the Finance (No. 2) Bill 2017, published on 20 March 2017, the UK government confirmed its intention to reduce the main rate of UK Corporation Tax to 17% by 2020. There were no changes to this announced within the Finance Act 2019 which received Royal Assent on 12 February 2019.

PPP Forum Limited

Notes to the accounts for the year ended 31 March 2019 (continued)

7 Debtors

	2019	2018
	£	£
Prepayments and accrued income	-	27
Amounts owed by group undertakings	6,000	-
VAT recoverable	200	400
	<u>6,200</u>	<u>427</u>

8 Creditors: amounts falling due within one year

	2019	2018
	£	£
Amounts owed to group undertakings	-	1,200
Accruals and deferred income	8,900	8,900
	<u>8,900</u>	<u>10,100</u>

Amounts owed to group undertakings are unsecured, non-interest bearing, have no fixed date of payment and are repayable on demand.

9 Called-up share capital

	2019	2018
	£	£
Allotted and fully paid		
100 ordinary shares of £1 each (2018 - 100)	<u>100</u>	<u>100</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends. The capital of the Company may only be altered with the prior consent of the Founder Director, David Antony Metter.

10 Controlling parties

The immediate and ultimate parent company is Innisfree Group Limited which is the ultimate parent undertaking and the smallest and largest group to consolidate these accounts. Copies of Innisfree Group Limited consolidated accounts are available to the public at the registered address of the Company.

The ultimate controlling party of Innisfree Group Limited is the David Antony Metter Settlement.