

Iqara Holdings Limited

Annual Report and Financial Statements

For the year ended 31 December 2013

Company Registration Number: 4181031

FRIDAY



L3JNU3XT

L15

31/10/2014

#71

COMPANIES HOUSE

Directors' report for the year ended 31 December 2013

The Directors present their report and the audited Financial Statements for Iqara Holdings Limited for the year ended 31 December 2013. The Company has taken advantage of the small companies' exemptions available under Sections 415A and 414B of the Companies Act 2006 and has not prepared a strategic report nor given certain disclosures in the Directors' report from which it is exempt.

Iqara Holdings Limited (the "Company") was incorporated on 16 March 2001 and is a wholly owned subsidiary of BG Energy Holdings Limited. The Company holds an investment in Iqara Limited. The Company did not trade during the year. There have not been any changes in the Company's activities in the year under review. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

Results

The loss for the year ended 31 December 2013 of £533 (2012: loss of £14,508,967) has been transferred to reserves.

Directors

The following served as Directors during the year and up to the date of this report:

	Appointed	Resigned
C S Barry	22 July 2013	
R L Dunn		
C S Inman		29 July 2013

Company Secretaries

The following served as joint Company Secretaries during the year and up to the date of this report:

	Appointed	Resigned
D Hanuskova		22 August 2013
J B Miranda	22 August 2013	

Directors' insurance

The ultimate parent undertaking has purchased insurance to cover the Directors against liabilities in relation to the Company.

Auditors

Pursuant to Section 485 of the Companies Act 2006, Ernst & Young LLP were appointed auditors of the Company for the year ended 31 December 2013 by an ordinary resolution of the shareholder following the expiry of PricewaterhouseCoopers LLP's term of office.

Statement as to disclosure of information to auditors

As required by Section 418 and 419 of the Companies Act 2006, each of the Directors has approved this report and confirmed that, so far as he/she is aware, there is no relevant audit information (being information needed by the Auditors in connection with preparing their audit report) of which the Company's Auditors are unaware, and he/she has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

Directors' report for the period ended 31 December 2013 continued

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Financial Statements are required by law to 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 year.

The Directors consider that in preparing the Financial Statements on pages 5 to 10, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates and that all applicable accounting standards have been followed and that the Financial Statements have been prepared on the going concern basis. The Company has complied with UK disclosure requirements.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enables them to ensure that the Financial Statements comply with the Companies Act 2006.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors, having prepared the Financial Statements, have requested the Auditors to take whatever steps and undertake whatever inspections they consider to be appropriate for the purpose of enabling them to give their audit report.

The Directors' report has been prepared in accordance with the provisions applicable to small companies.

By order of the Board:



R Dunn
Director

Date: 29/10/14

Registered Office:
100 Thames Valley Park Drive
Reading
Berkshire
RG6 1PT

Registered in England & Wales No. 4181031

Independent Auditor's report to the member of Iqara Holdings Limited

We have audited the Financial Statements of Iqara Holdings Limited for the year ended 31 December 2013 which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Statement of Directors' responsibilities 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

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited Financial Statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its loss for the year;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

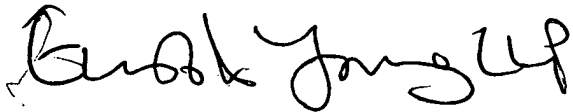
In our opinion the information given in the Directors' report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

Independent Auditor's report to the member of Iqara Holdings Limited
continued

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the Financial Statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic report and take advantage of the small companies' exemption in preparing the Directors' report.



Gary Donald
(Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 30/10/14

Profit and loss account for the year ended 31 December

	Notes	2013 £	2012 *Restated (Unaudited) £
Intercompany loan write off	3	-	(14,512,845)
Operating costs		(68)	(69)
Operating loss	3	(68)	(14,512,914)
Interest (payable)/receivable and similar (charges)/income	4	(465)	3,947
Loss on ordinary activities before taxation		(533)	(14,508,967)
Tax on loss on ordinary activities	5	-	-
Loss for the financial year	10,11	(533)	(14,508,967)

* The prior year figures have been restated to correct intercompany balances and to record the foreign exchange movement on the bank account.

The results for the year are derived solely from continuing operations.

There is no difference between the historical cost profits and losses and the results presented.

The notes on pages 7 to 10 form part of these Financial Statements.

Statement of total recognised gains and losses for the year ended 31 December

	Notes	2013 £	2012 £
Loss for the financial year	10,11	(533)	(14,508,967)
Total recognised gains and losses relating to the year		(533)	(14,508,967)
Prior year adjustment *	10,11	(14,508,967)	
Total recognised gains and losses recognised since last Annual Report		(14,509,500)	

* The prior year figures have been restated to correct intercompany balances and to record the foreign exchange movement on the bank account.

Balance sheet as at 31 December

	Notes	2013 £	2012 *Restated (Unaudited) £
Fixed assets			
Investments	6	2	2
Current assets			
Debtors: amounts falling due within one year	7	1,115,405	1,115,405
Cash at bank and in hand		<u>24,506</u>	<u>25,039</u>
		1,139,911	1,140,444
Creditors: amounts falling due within one year	8	(33,034,352)	(33,034,352)
Net current liabilities		<u>(31,894,441)</u>	<u>(31,893,908)</u>
Total assets less current liabilities		(31,894,439)	(31,893,906)
Net liabilities		<u>(31,894,439)</u>	<u>(31,893,906)</u>
Capital and reserves			
Called up share capital	9	2	2
Profit and loss account	10	<u>(31,894,441)</u>	<u>(31,893,908)</u>
Equity shareholder's deficit	11	<u>(31,894,439)</u>	<u>(31,893,906)</u>

* The prior year figures have been restated to correct intercompany balances and to record the foreign exchange movement on the bank account.

The notes on pages 7 to 10 form part of these Financial Statements.

The Financial Statements on pages 5 to 10 were approved by the Board of Directors and were signed on its behalf by:



R Dunn
Director

Date: 29/10/14

Notes to the Financial Statements

1 Ultimate parent undertaking

The immediate parent undertaking is BG Energy Holdings Limited.

The ultimate parent undertaking and controlling party is BG Group plc, which is the parent undertaking of the largest group to consolidate these Financial Statements. The smallest group into which the Company is consolidated is that of which BG Energy Holdings Limited is the parent undertaking. BG Energy Holdings Limited and BG Group plc are both registered in England and Wales. Copies of the Group consolidated accounts may be obtained from the Company Secretary, 100 Thames Valley Park Drive, Reading, Berkshire, RG6 1PT.

2 Accounting policies

Basis of preparation and accounting principles

The Company is in a net current liabilities position as at 31 December 2013. The Directors of the Company have received confirmation from the Directors of BG Energy Holdings Limited that the entity intends to financially support the Company to enable it to meet its liabilities as they fall due and carry on its business without curtailment of its operations. As a result, the Directors consider the going concern basis of preparation to be appropriate.

These accounts have been prepared on the going concern basis and in accordance with applicable law and Accounting Standards in the United Kingdom, using historical cost principles. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Exemptions

The Company is a wholly owned subsidiary undertaking of BG Group plc and is therefore exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated accounts.

The Company has taken advantage of the exemptions available to wholly-owned UK subsidiaries under Financial Reporting Standard (FRS) 1 (Revised 1996) 'Cash Flow Statements', and accordingly has not prepared a cash flow statement; and within FRS 8 'Related Party Disclosures' from disclosure of transactions with other group companies.

Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment.

Foreign currencies

Management considers that the Company's functional currency is Pounds Sterling and the Financial Statements are presented in that currency. Transactions in foreign currencies are translated into Pounds Sterling at the rates of exchange ruling at the date of the transaction. Foreign currency monetary assets and liabilities are translated into Pounds Sterling at the rates of exchange ruling at the balance sheet date. Differences arising from changes in exchange rates are taken to the profit and loss account in the year in which they arise.

Financial instruments

All loans are stated at the fair value of the consideration paid/received less any repayments and if necessary, provisions for impairment.

Notes to the Financial Statements continued**3 Operating loss**

Operating loss is stated after charging:

	2013	2012 * Restated (Unaudited)
	£	£
Intercompany loans write off	<u>-</u>	<u>(14,512,845)</u>

* The prior year figures have been restated to correct intercompany balances.

The auditor's remuneration of £3,020 (2012: £nil) has been borne by BG Energy Holdings Limited and has not been recharged to the Company. Any fees paid to the Company's auditor and its associates for services other than the statutory audit of the Company are not disclosed in these accounts since the consolidated accounts of the Company's ultimate parent, BG Group plc, are required to disclose non-audit fees on a consolidated basis.

The Company had no employees during the year (2012: nil).

No Directors received remuneration in respect of their services to the Company during the year ended 31 December 2013 (2012: £nil).

4 Net interest (payable)/receivable and similar (charges)/income

	2013	2012 * Restated (Unaudited)
	£	£
Foreign exchange (loss)/gain	<u>(465)</u>	<u>3,947</u>

*The prior year figures have been restated to record the foreign exchange movement on the bank account.

5 Tax on loss on ordinary activities

The charge for taxation comprises:

	2013	2012 (Unaudited)
	£	£
Current tax		
Corporation tax credit at 23.25% (2012: 24.5%)	<u>-</u>	<u>-</u>
Total current tax charge	<u>-</u>	<u>-</u>

Notes to the Financial Statements continued**5 Tax on profit on ordinary activities continued****Factors affecting the current tax charge for the year:**

	2013	2012 (Unaudited)
	£	£
Loss on ordinary activities before tax	<u>(533)</u>	<u>(14,508,967)</u>
Tax on loss on ordinary activities at 23.25% (2012: 24.5%)	(124)	(3,554,305)
Effects of:		
Group relief surrendered/(claimed) for nil consideration	124	(950)
Expenses not deductible for tax purposes	<u>-</u>	<u>3,555,255</u>
Current year tax credit	<u>-</u>	<u>-</u>

Effective 1 April 2013, the applicable rate of UK corporation tax is reduced to 23%, with further reductions in the UK corporation tax rate to 21% effective from 1 April 2014 and 20% from 1 April 2015.

6 Investments

	Shares in subsidiary undertakings £
As at 1 January and 31 December 2013	<u>2</u>

The Company's principal subsidiary undertaking as at 31 December 2013 comprises:

Name	Country of Incorporation	Activity	Direct interest in ordinary shares
Iqara Limited	England and Wales	Non-trading	100%

7 Debtors: amounts falling due within one year

	2013	2012 * Restated (Unaudited)
	£	£
Amounts owed by group undertakings	<u>1,115,405</u>	<u>1,115,405</u>

* The prior year figures have been restated to correct intercompany balances.

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

Notes to the Financial Statements continued

8 Creditors: amounts falling due within one year

	2013	2012
	£	* Restated (Unaudited) £
Amounts owed to group undertakings	<u>33,034,352</u>	<u>33,034,352</u>

* The prior year figures have been restated to correct intercompany balances.

Amounts owed to group undertakings are unsecured, bear no interest and are repayable on demand.

9 Called up share capital

	2013	2012
	£	£
Allotted and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

10 Reserves

	Profit and loss account £
As at 1 January 2013 as previously reported	(17,384,941)
Prior year adjustment *	(14,508,967)
As at 1 January 2013 as restated	(31,893,908)
Transfer from profit and loss account	(533)
As at 31 December 2013	<u>(31,894,441)</u>

* The prior year figures have been restated to correct intercompany balances and to record the foreign exchange movement on the bank account.

11 Reconciliation of movements in shareholder's deficit

	2013	2012
	£	* Restated (Unaudited) £
As at 1 January as previously reported	(17,384,939)	(17,384,939)
Prior year adjustment *	(14,508,967)	-
As at 1 January as restated	(31,893,906)	(17,384,939)
Transfer from profit and loss account	(533)	(14,508,967)
As at 31 December	<u>(31,894,439)</u>	<u>(31,893,906)</u>

* The prior year figures have been restated to correct intercompany balances and to record the foreign exchange movement on the bank account.