



BIIF GP Limited

Annual report and accounts
for the year to 31 March 2015

Registered number: 04836947

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Directors' report

Overview

The Directors present their report together with the audited financial statements of BIIF GP Limited (the "Company") for the year to 31 March 2015. The Company is a subsidiary of 3i BIFM Investments Limited, which is part of 3i Group (the "Group").

Activities and future prospects

The principal activity of BIIF GP Limited was to act as the General Partner of the BIIF LP, (the "Fund"), an investment fund established to invest in Public Private Partnerships ("PPP") and other similar infrastructure projects. The Company had contracted its management activities to 3i BIFM Investments Limited (the "Manager" or the "Parent"). On 11 December 2014, 3i BIIF GP LLP replaced the Company as the General Partner of the Fund. The Company now acts as a holding company for the new General Partner, holding 50% of the partnership interest. The Directors do not foresee any future changes in activity of the Company. No material changes have taken place from the balance sheet date to the reporting date and the Company is expected to continue with its principal activity.

Directors

A Matthews – resigned 13 February 2015

J Halai – appointed 13 August 2015

N W Middleton

K J Dunn

A J Haywood

J C Murphy

Disclosure of information to the auditors

Pursuant to section 418(2) of the Companies Act 2006, each of the Directors confirms that: (a) so far as they are aware, there is no relevant audit information of which the auditors are unaware; and (b) they have taken all steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of such information.

Independent Auditors

Ernst & Young LLP were appointed as auditors for the year and will remain in office in accordance with section 487 (2) of the Companies Act 2006.

Directors' report

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual 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, the Directors have elected to prepare the Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- Prepare financial statements in accordance with IFRSs as issued by the International Accounting Standards Board (IASB);
- Follow suitable accounting standards subject to material departures being disclosed and explained in the accounts; and
- Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

For and on behalf of the Board



Nigel Middleton
Director

Date: 19/08/2016

Registered Office:
16 Palace Street
London
SW1E 5JD

Independent auditor's report to the members of BIIF GP Limited

We have audited the financial statements of BIIF GP Limited for the year ended 31 March 2015, which comprise the statement of comprehensive income, statement of changes in equity, statement of financial position, statement of cash flows and related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 opinion we have formed.

Respective responsibilities of Directors and auditors

As explained more fully in the Statement of Directors' responsibilities, as 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 Director's report and strategic report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its result for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent auditor's report to the members of BIIF GP Limited

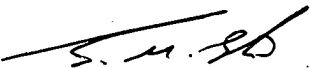
Opinion on other matters prescribed by the Companies Act 2006


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.

Matters of which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 required 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 return; 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.
- the Directors were not required to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in not preparing the Strategic Report.


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

Date: 

Statement of comprehensive income

	Notes	Year to 31 March 2015 £	15 months to 31 March 2014 £
Revenue	1	3,834,666	7,462,234
Operating expenses	2	(3,834,666)	(7,462,234)
(Loss)/profit before tax		-	-
Tax credit	3	-	-
(Loss)/profit after tax and total comprehensive (loss)/income for the year/period		-	-

All items in the above statement are derived from continuing operations. No operations were acquired or discontinued in the year

The Company has no recognised other comprehensive income/losses other than those shown above.

Statement of changes in equity

	Issued capital £	Retained earnings £	Total equity £
Total equity at 1 January 2013	2	3,046,493	3,046,495
Dividend paid	-	(3,046,493)	(3,046,493)
Total equity at 31 March 2014	2	-	2
Total comprehensive loss for the year	-	-	-
Total equity at 31 March 2015	2	-	2

The accounting policies set out on pages 8 to 10 and the notes on pages 11 to 14 form an integral part of financial statements.

Statement of financial position

as at 31 March 2015

	Notes	2015 £	2014 £
Assets			
Non-current assets			
Investment in a subsidiary	10	50	-
Total Non-current assets		50	-
Current assets			
Other receivables	4	2	4,326,928
Total current assets		2	4,326,928
Total assets		52	4,326,928
Liabilities			
Current liabilities			
Trade and other payables	5	(50)	(4,326,926)
Total current liabilities		(50)	(4,326,926)
Total liabilities		(50)	(4,326,926)
Net assets		2	2
Equity			
Issued capital	6	2	2
Retained earnings		-	-
Total equity		2	2

The financial statements have been approved and authorised for issue by the Board of Directors.



Nigel Middleton, Director

Date: 19/08/2015

Statement of cash flows

	Year to 31 March 2015 £	15 months to 31 March 2014 £
Loss before tax	-	-
Change in other receivables	4,326,926	-
Change in trade and other payables	(4,326,926)	-
Other non-cash movements - priority share of income	2,589,330	11,361,616
Other non-cash movements - management fees	(2,589,330)	(11,361,616)
Other non-cash movements – settlement of tax receivable	-	3,046,493
Other non-cash movements – dividend paid	-	(3,046,493)
Net cash flow from operating activities	-	-
Investment in a subsidiary	(50)	-
Change in trade and other payables	50	-
Net cash flow used in investing activities	-	-
Net increase in cash and cash equivalents	-	-
Opening cash and cash equivalents	-	-
Closing cash and cash equivalents	-	-

The accounting policies set out on pages 8 to 10 and the notes on pages 11 to 14 form an integral part of financial statements.

Accounting policies

A Statement of compliance These financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and their interpretations issued or adopted by the International Accounting Standards Board as adopted for use in the European Union ("IFRS").

These financial statements have been prepared in accordance with and in compliance with the Companies Act 2006. The principal accounting policies applied in preparation of the financial statements are set out below and in the relevant notes to the financial statements.

The IASB has issued the following standards and interpretations to be applied to the financial statements with periods commencing on or after the following dates:

		Effective for periods beginning on or after
IFRS	Annual improvements 2010 to 2012 and 2011 to 2013	1 July 2014
IFRS	Annual improvements 2012 to 2014	1 July 2016
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2017

The Directors do not anticipate that the adoption of these standards, interpretations and amendments will have a material impact on the financial statement in the period of initial application and have decided not to adopt these amendments early.

B Basis of preparation The financial statements have been prepared on a going concern basis and under the historical cost convention. They are presented in Sterling, the functional currency of the Company.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Under the provisions of Section 400 of the Companies Act 2006, consolidated accounts have not been prepared as the Company is a wholly owned subsidiary undertaking of 3i BIFM Investments Limited (the "Manager"). The Manager is a wholly owned subsidiary undertaking of 3i Holdings plc, which is a wholly owned subsidiary undertaking of 3i Group plc, a company incorporated in Great Britain and registered in England and Wales. Copies of its group financial statements, which include the Company, are publicly available at its registered office: 16 Palace Street, London, SW1E 5JD.

The prior year financial statements have been prepared for a long accounting period of 15 months and therefore the current period amounts are not directly comparable with the prior year.

Accounting policies

C Judgements and key sources of estimation uncertainty The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision

affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The most significant techniques for estimation are described in the accounting policies below.

D Revenue recognition Revenue is recognised on an accruals basis. Revenue comprises semi-annual priority profit share of net income and capital gains of the Fund. The priority profit share is calculated based on the lower of cost or value of investments and paid semi-annually in arrears. In the event that insufficient income or capital gain is available, any deficiency not already drawn by the General Partner will be advanced to the General Partner as an interest free loan to meet its annual priority share of profits entitlement. This deficiency will be carried forward until satisfied by future allocations of net income and capital gains. At that time, the interest free loan will be repaid.

E Operating expenses Operating expenses include the management fee paid by the Company to the Parent and are recognised on accruals basis.

F Financial instruments Financial instruments consist of other receivables. The Directors consider that the fair value of other receivables approximate their carrying value. The Directors do not believe that the Company is exposed to significant credit risk, liquidity risk, currency risk or interest rate risk and have not taken any specific actions to mitigate these financial risks (see note 9). There are no other financial instruments.

G Investment in subsidiaries Subsidiaries are entities controlled by the Company. Control exists when the Company has power, exposure to variable returns and the ability to use its power to govern the financial and operating policies of an entity so as to obtain a benefit from its activities. Investments in subsidiaries are held at fair value. The fair value of investment in subsidiaries is reviewed on an annual basis and movement in the fair value is recorded through the profit or loss. The fair value of these subsidiaries are their net asset values subject to any adjustments where necessary.

H Income taxes Income taxes represent the sum of the tax currently payable, and deferred tax. Tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity.

The tax currently payable is based on the taxable profit for the year/period. This may differ from the profit included in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods/years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit ('temporary differences'), and is accounted for using the statement of financial position liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Notes to financial statements

1 Revenue

	Year to 31 March 2015 £	15 months to 31 March 2014 £
Priority Profit Share	3,834,666	7,462,234
	3,834,666	7,462,234

2 Operating expenses

	Year to 31 March 2015 £	15 months to 31 March 2014 £
Management fee expense	3,834,666	7,462,234
	3,834,666	7,462,234

None of the Directors received any emoluments in respect of their services to the Company for the year to 31 March 2015 (2014: £nil).

The Directors of the Company are also Directors of fellow subsidiaries and receive remuneration from 3i plc. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as Directors of fellow subsidiary companies however the Directors' services to the Company do not occupy a significant amount of their time.

The Company's contribution to pension schemes on behalf of Directors was nil (2014: nil). All pension contributions for the year were borne by 3i plc.

The auditor's remuneration for the year of £4,200 (2014: £5,550) was borne by the Parent. Auditor's remuneration for the supply of non-audit services is not disclosed because the consolidated financial statements of the Company's ultimate parent (3i Group plc) are required to disclose such fees.

The Company had no employees during the year (2014: none).

Notes to financial statements

3 Income taxes

There is no tax charge or credit in the year as no taxable income/loss was generated. At 31 March 2015 the Company had tax losses carried forward of £460,032, for which no deferred tax asset has been recognised.

4 Other receivables

	As at 31 March 2015	As at 31 March 2014
	£	£
Amounts receivable from parent undertaking	2	3,046,495
Amounts receivable from group undertakings	-	1,280,433
	2	4,326,928

The Directors consider that the carrying amount of receivables approximate to their fair value.

5 Other Payables

	As at 31 March 2015	As at 31 March 2014
	£	£
Amounts owed to parent undertaking	-	4,326,926
Amounts owed to group undertakings	50	-
	50	4,326,926

The Directors consider that the carrying amount of payables approximate to their fair value.

6 Issued capital

	Number of shares	Amount £
Allotted and called up ordinary shares of £1 each	2	2
At 31 March 2015 and 31 March 2014	2	2

7 Commitments and contingencies

There are no contingent liabilities and all identified liabilities have been disclosed in the balance sheet.

8 Parent undertaking and ultimate holding company

The Company's immediate parent undertaking and controlling party is 3i BIFM Investments Limited and the ultimate parent undertaking is 3i Group Plc.

3i Group Plc is incorporated in Great Britain and registered in England and Wales. Copies of its group financial statements, which include the Company, are available from 16 Palace Street, London, SW1E 5JD.

9 Financial risk management

The Group sets objectives, policies and processes for managing and monitoring risk as set out in the Directors' report in the 3i Group plc annual report. This note provides further information on the specific risks faced by the Company.

The Company is free to transfer capital to the parent company subject to maintaining sufficient reserves to meet statutory obligations. No significant constraints have been identified in the past and the Company has been able to distribute profits in a tax-efficient manner.

Credit and Liquidity risk

The Directors do not believe that there is significant credit or liquidity risk as amount owed by the Company's debtor is due from the parent and is repayable on demand. Further, the only receivables and payables the Company incurs relate to the priority profit share due from the Fund and payable to the Parent in full. The Company's maximum exposure to credit risk is the value of the receivables balance as disclosed in note 4. The risk exposure at this year end is considered to be representative of the year as a whole.

Market risk

The Directors do not believe that there is significant market risk as the Company does not hold fixed or floating rate loans or liabilities or investments which are exposed to market fluctuations. The risk exposure at this year end is considered to be representative of the year as a whole.

10 Investment in a subsidiary

The Company holds 50% partnership interest in 3i BIIF GP LLP, which acts as a General Partner for the Fund. There are no restrictions on the profits of the subsidiary and no guarantees exist between the parent and the subsidiary.

11 Related parties

During the period the Company entered into transactions, in the ordinary course of business, with related parties. There were no transactions with Directors of the Company and there are no other key management personnel. Each of the categories of related parties and their impact on the financial statements is detailed below.

Fund

	Year to 31 March 2015 £	15 months to 31 March 2014 £
Priority profit share	3,834,666	7,462,234
Balances receivable	As at 31 March 2015 £	As at 31 March 2014 £
Priority profit share receivable	-	1,280,437

Parent

	Year to 31 March 2015 £	15 months to 31 March 2014 £
Management fees	3,834,666	7,462,234
Balances receivable/ (payable)	As at 31 March 2015 £	As at 31 March 2014 £
Share capital outstanding	2	2
Receivable	-	3,046,495
Payable	-	(4,326,926)