

Windrush Ventures No.2 LLP

**Members' Report and Financial
Statements**

LIMITED LIABILITY PARTNERSHIP REGISTRATION NO. OC333636

For the year ended 31 March 2016



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Members' Report

The Members present their report and financial statements for the year ended 31 March 2016.

Principal activities

The principal activity of Windrush Ventures No.2 LLP ("the LLP") is to act as General Partner of Windrush Ventures No.3 LP.

The members intend to wind up the Partnership within one year. As such, the financial statements have not been prepared on a going concern basis. The effect of this intention is explained in note 1 to the financial statements.

Business review

The LLP has traded as expected during the year resulting in a profit of £3,267,000 (2015: £2,295,000).

Designated Members

The following designated Members have held office since incorporation:

Windrush Ventures Limited

Windrush Ventures No.1 Limited

The average number of Members during the period was 2 (2015: 2).

Policy on Members' capital contributions

The Members shall contribute any further capital which the Members determine as being required for the purposes of the LLP in accordance with the instructions from the designated Members and in accordance with the proportions of capital contributed on incorporation of the LLP. Where a Member contributes capital to the LLP at any time after incorporation of the LLP, that Member acquires a share in the LLP in accordance with the amount or value of that contribution.

The Members may not call for other members to contribute any further capital in the event of the insolvency of the LLP.

An outgoing Member shall receive repayment of their capital contribution in four equal instalments at six monthly intervals commencing on a date 2 months after preparation of the financial statements of the LLP in which the outgoing Member's leaving date occurred.

Policy on Members' drawings

Each Member may draw on account of its share of profits such sums and at such times as the designated Members shall determine. The designated Members will determine whether the Members may draw amounts in scenarios where the cash requirements of the business compete with the need to allow cash drawings by Members.

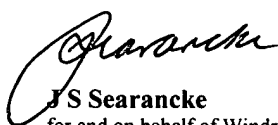
Disclosure of information to auditor

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

Auditor

Pursuant to section 487 of the Companies Act 2006 as required by Regulation 36 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the Members



J S Searancke

for and on behalf of Windrush Ventures No.2 LLP, acting by its member, Windrush Ventures No. 1 Limited

Date: 6th December 2016

50 Broadway, London, SW1H 0BL

Statement of Members' Responsibilities in respect of the Members' Report and the Financial Statements

The members are responsible for preparing the Members' Report and the LLP financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare LLP financial statements for each financial year. Under that law the members have elected to prepare LLP financial statements in accordance with UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under Regulation 8 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the members 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 LLP and of the profit or loss for that period. In preparing each of the LLP financial statements, the members 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business. As explained in note 1 to the financial statements, due to the intention to wind up the Partnership within one year, the members do not believe that it is appropriate to prepare these financial statements on a going concern basis.

Under Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that its financial statements comply with those regulations. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.

Under applicable law the members are also responsible for preparing a Members' Report that complies with that law.

The Members confirm that the financial statements comply with the above requirements.

Independent Auditor's Report to the Members of Windrush Ventures No.2 LLP

We have audited the financial statements of Windrush Ventures No.2 LLP for the year ended 31 March 2016 set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the members of the limited liability partnership (LLP), as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

As explained more fully in the Members' Responsibilities Statement set out on page 2, the members 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.

Emphasis of matter - non-going concern basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of affairs of the LLP as at 31 March 2016 and of its 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 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

Independent Auditor's Report to the Members of Windrush Ventures No.2 LLP *(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 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit.



Jonathan Martin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

6th December 2016

Profit and Loss Account and Other Comprehensive Income

For the year ended 31 March 2016

	<i>Note</i>	2016 £000	2015 £000
Turnover	2	14,907	16,648
Administrative expenses	3	(14,907)	(16,648)
Profit from shares in group undertakings		3,267	2,295
Profit for the financial year available for discretionary division among members		3,267	2,295

All of the Partnership's operations are classified as being on a break up basis.

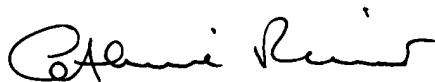
The notes on pages 9 to 11 form an integral part of these financial statements.

Balance Sheet

At 31 March 2016

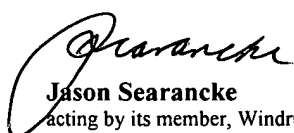
	Note	2016 £000	2015 £000
Current assets			
Investments	4	-	-
Debtors	5	24,713	19,598
Cash at bank		-	-
Creditors: amounts falling due within one year			
Creditors	6	(14,669)	(12,127)
Net assets attributable to Members		<u>10,044</u>	<u>7,471</u>
Represented by:			
Loans and other debts due to members within one year			
Other amounts	7	10,044	7,471
		<u>10,044</u>	<u>7,471</u>
Members' other interests			
Members' capital classified as equity	7	-	-
		<u>10,044</u>	<u>7,471</u>
Total members' interests			
Loans and other debts due to members		10,044	7,471
Members' other interests		-	-
		<u>10,044</u>	<u>7,471</u>

Approved by the Members and authorised for issue on 6th December 2016 and signed on their behalf by:



Catherine Rimmer

acting by its member, Windrush Ventures Limited



Jason Searancke

acting by its member, Windrush Ventures No. 1 Limited

Registration number: OC333636

Reconciliation of Members' Interests

At 31 March 2016

	Equity Members' capital (classified as equity) £000	Equity Members' capital (other reserves) £000	Debt Members' capital (classified as debt) £000	Total Members' interests £000
Members' interests at beginning of year	-	-	7,471	7,471
Profit available for discretionary division amongst members	-	3,267	-	3,267
Members' interests after profit for the period	-	3,267	7,471	10,738
Allocation of profit	-	(3,267)	3,267	-
Drawings	-	-	(694)	(694)
Members' interests at end of year	-	-	10,044	10,044

At 31 March 2015

	Equity Members' capital (classified as equity) £000	Equity Members' capital (other reserves) £000	Debt Members' capital (classified as debt) £000	Total Members' interests £000
Members' interests at beginning of year	-	-	5,378	5,378
Profit available for discretionary division amongst members	-	2,295	-	2,295
Members' interests after profit for the period	-	2,295	5,378	7,673
Allocation of profit	-	(2,295)	2,295	-
Drawings	-	-	(202)	(202)
Members' interests at end of year	-	-	7,471	7,471

Cash Flow Statement
for year ended 31 March 2016

	<i>Note</i>	2016 £000	2015 £000
Cash flows from operating activities			
Profit for the year		3,267	2,295
<i>Adjustments for:</i>			
(Increase) in trade and other debtors	5	(1,848)	(4,727)
Increase in trade and other creditors	6	2,542	4,919
Net cash from operating activities		3,961	2,487
Cash flows from financing activities			
Members drawings		(694)	(202)
Profit share allocation	7	(3,267)	(2,295)
Net cash from financing activities		(3,961)	(2,497)
Net increase in cash and cash equivalents		-	(10)
Cash and cash equivalents at beginning of year		-	10
Cash and cash equivalents at end of year		-	-

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.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The financial statements have also been prepared in accordance with the Statement of Recommended Practice (SORP) for Limited Liability Partnerships issued by the Institute of Chartered Accountants in England and Wales (issued 15 July 2014).

The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from UK GAAP, the LLP has made no measurement or recognition adjustments. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the LLP has not retrospectively changed its accounting under UK GAAP for accounting estimates.

Judgements made by the Members, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

In previous years, the financial statements have been prepared on a going concern basis. However, as the Partnership is not intending to continue for a period of greater than one year from the date of approval of these financial statements, the financial statements have not been prepared on a going concern basis. All financial assets and liabilities have been recognised as current in the year and investments have been measured at fair value.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost, adjusted for contribution to and reduction in Members contributions.

Turnover

Turnover is recognised when the revenue is receivable or the LLP's right to the revenue becomes legally enforceable; there is reasonable certainty that the income will be received; and the monetary value of the income can be measured with sufficient reliability. 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, applicable VAT (if any) and other sales-related taxes.

Taxation

The taxation payable on profits of the LLP is the liability of the Members.

Notes (continued)

2 Analysis of turnover

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

3 Notes to the profit and loss account

The auditor's remuneration of £4,000 (2015: £4,000) is borne by Windrush Ventures Limited.

4 Current asset investments

	Participating interests £
Current asset investments at beginning and end of year	1

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

5 Debtors

	2016 £000	2015 £000
Amounts owed by group undertakings	24,680	19,546
Prepayments and accrued income	33	52
	<u>24,713</u>	<u>19,598</u>

6 Creditors

	2016 £000	2015 £000
Amounts owed to group undertakings in which the LLP has a participating interest	14,636	12,075
Accruals and deferred income	33	52
	<u>14,669</u>	<u>12,127</u>

7 Members' interests

Member's capital at the beginning and end of the year includes £2 of initial capital contributions made by the Members. Each Member is entitled to a share of the profits, as determined by the Members. The entire profit has been allocated to Members prior to year-end.

Notes (continued)

8 Related party disclosures

Other related party transactions

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

The LLP received remuneration of £14,907,000 (2015: £16,648,000) in connection with management services that it has provided to Windrush Ventures No.3 LP ("the LP"). The share of the net profits allocated from the LP amounted to £3,267,000 (2015: £2,295,000). The LP and the LLP are related as the LLP is the General Partner of the LP.

The LLP incurred £14,907,000 (2015: £16,648,000) for management services that were provided by a Member, Windrush Ventures Limited. Windrush Ventures Limited and the LLP are related by common ownership.

Key management personnel compensation

Total compensation of key management personnel in the year amounted to £nil (2015: £nil)

Amounts due from / (owed to) related parties

	2016 £000	2015 £000
Windrush Ventures Limited	11,960	10,094
Windrush Ventures No.3 LP	(14,636)	(12,075)
Windrush Ventures No.3 LP	12,720	9,452

9 Liquidation of LLP

No Member is liable to contribute any amount to the assets of the LLP on liquidation to cover matters set out in section 74 of the Insolvency Act 1986.

If the LLP is wound-up, and a surplus sum remains at the conclusion of the winding up, after payment of all money due to the creditors of the LLP and all expenses of the winding up, the liquidator shall pay that surplus sum to the Members in accordance with the respective proportions to which the Members share profits.

10 Accounting estimates and judgements

Key sources of estimation uncertainty

There are no material sources of uncertainty at the balance sheet date.

11 Closure of the Partnership

The Members intend to wind up the Partnership within one year of the date of approval of the financial statements. The costs of the wind up are expected to include legal and other professional fees and are estimated at £20,000.