

Registration number: 00563275

# Costain International Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017

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## **Costain International Limited**

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## **Costain International Limited**

### **Company Information**

<b>Directors</b>	A Wyllie
	A O Bickerstaff
	M D Hunter
<b>Company secretary</b>	T A Wood
<b>Registered office</b>	Costain House
	Vanwall Business Park
	Maidenhead
	Berkshire
<b>Independent auditor</b>	SL6 4UB
	PricewaterhouseCoopers LLP
	1 Embankment Place
	London
	WC2N 6RH

## **Costain International Limited**

### **Directors' Report for the Year Ended 31 December 2017**

The directors present their report and the audited financial statements for the year ended 31 December 2017.

#### **Directors of the company**

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

A Wyllie

A O Bickerstaff

M D Hunter

#### **Principal activity**

The principal activity of the company is completing its outstanding affairs.  
It is not seeking further work.

The loss for the year was £4,672 (2016:£9,429).

#### **Dividends**

The directors do not recommend the payment of a dividend for the year ended 31 December 2017 (2016: £Nil).

#### **Disclosure of information to the auditor**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

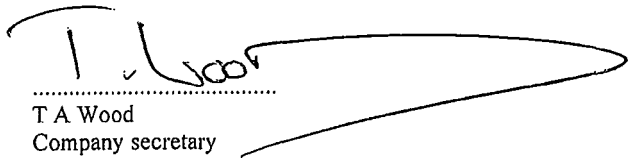
#### **Appointment of auditor**

PricewaterhouseCoopers LLP were appointed in the year to succeed KPMG LLP as auditor of Costain Group PLC and its subsidiary companies.

#### **Small companies provision statement**

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies, therefore the Company has taken the exemption from the requirement to present a strategic report.

Approved by the Board on 12 April 2018 and signed on its behalf by:



.....  
T A Wood

Company secretary

## **Costain International Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101').

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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 company will continue in business.

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 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 company and to prevent and detect fraud and other irregularities.

## **Costain International Limited**

### **Statement of Directors' Responsibilities**

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# ***Independent auditors' report to the members of Costain International Limited***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Costain International Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: Profit and Loss Account for the Year Ended 31 December 2017; Statement of Comprehensive Income for the Year Ended 31 December 2017; Balance Sheet as at 31 December 2017; Statement of Changes in Equity for the Year Ended 31 December 2017; and the notes to the financial statements, which include a description of the significant accounting policies.

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### **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 financial statements 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 financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements 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 financial statements are authorised for issue.

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.

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### **Reporting on other information**

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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 financial statements 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 December 2017 is consistent with the financial statements 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 financial statements and the audit**

### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

### *Auditors' responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://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.

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

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

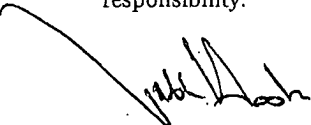
- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified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

We have no exceptions to report arising from this responsibility.

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### **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 prepare financial statements in accordance with the small companies regime. We have no exceptions to report arising from this responsibility.



Jonathan Hook (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

12 April 2018

**Costain International Limited**

**Profit and Loss Account for the Year Ended 31 December 2017**

	Note	2017 £	2016 £
Revenue		-	-
Cost of sales		<u>(1,154)</u>	<u>(6,075)</u>
Gross loss		(1,154)	(6,075)
Administrative expenses		<u>(3,518)</u>	<u>(3,354)</u>
Operating loss	3	<u>(4,672)</u>	<u>(9,429)</u>
Loss before tax		<u>(4,672)</u>	<u>(9,429)</u>
Loss for the financial year		<u><u>(4,672)</u></u>	<u><u>(9,429)</u></u>

The above results were derived from continuing operations.

**Costain International Limited**

**Statement of Comprehensive Income for the Year Ended 31 December 2017**

	2017 £	2016 £
Loss for the financial year	<u>(4,672)</u>	<u>(9,429)</u>
Total comprehensive expense for the year	<u><u>(4,672)</u></u>	<u><u>(9,429)</u></u>

The notes on pages 10 to 15 form an integral part of these financial statements.

**Costain International Limited**  
**(Registration number: 00563275)**  
**Balance Sheet as at 31 December 2017**

	Note	2017 £	2016 £
<b>Current assets</b>			
Debtors	7	5,626,831	5,626,831
<b>Creditors: Amounts falling due within one year</b>			
Trade and other payables	8	<u>(647,994)</u>	<u>(643,322)</u>
<b>Net assets</b>		<u>4,978,837</u>	<u>4,983,509</u>
<b>Capital and reserves</b>			
Called up share capital	9	1,800,100	1,800,100
Profit and loss account		<u>3,178,737</u>	<u>3,183,409</u>
<b>Total shareholders' funds</b>		<u>4,978,837</u>	<u>4,983,509</u>

The financial statements on pages 6 to 15 were approved by the Board of Directors on 12 April 2018 and signed on its behalf by:



M D Hunter  
Director

# Costain International Limited

## Statement of Changes in Equity for the Year Ended 31 December 2017

	Called up share capital £	Profit and loss account £	Total £
At 1 January 2017	1,800,100	3,183,409	4,983,509
Loss for the financial year	-	(4,672)	(4,672)
Total comprehensive income	-	(4,672)	(4,672)
At 31 December 2017	1,800,100	3,178,737	4,978,837

	Called up share capital £	Profit and loss account £	Total £
At 1 January 2016	1,800,100	3,192,838	4,992,938
Loss for the financial year	-	(9,429)	(9,429)
Total comprehensive income	-	(9,429)	(9,429)
At 31 December 2016	1,800,100	3,183,409	4,983,509

The notes on pages 10 to 15 form an integral part of these financial statements.

## **Costain International Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2017**

#### **1 General information**

The company is a private company limited by share capital, incorporated in England and Wales and domiciled in England.

The address of its registered office is:

Costain House  
Vanwall Business Park  
Maidenhead  
Berkshire  
SL6 4UB  
UK

These financial statements were authorised for issue by the Board on 12 April 2018.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Basis of preparation**

The financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using FRS 101. The financial statements have been prepared under the historical cost convention.

The company is a wholly-owned subsidiary of Costain Group PLC and is included in the consolidated financial statements of Costain Group PLC which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

## **Costain International Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)**

#### **2 Accounting policies (continued)**

##### **Summary of disclosure exemptions**

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and
- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of Costain Group PLC.

##### **Going concern**

The financial statements have been prepared on a going concern basis.

After making enquiries the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual financial statements.

##### **Finance income and costs policy**

Interest receivable and payable on bank deposits and between group undertakings is credited or charged to the profit and loss as incurred, using the effective interest method.

##### **Foreign currency transactions and balances**

Monetary assets and liabilities denominated in foreign currencies have been translated into sterling at year-end exchange rates. Exchange differences on such items and on transactions completed in the ordinary course of business are dealt with in profit on ordinary activities. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction.

The notes on pages 10 to 15 form an integral part of these financial statements.

## **Costain International Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)**

#### **2 Accounting policies (continued)**

##### **Debtors**

Debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debt.

##### **Creditors**

Creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **IFRSs not applied**

The following IFRSs having been endorsed, will be applicable as stated below:

##### **IFRS 9 'Financial Instruments'**

Published in July 2014 and replacing the existing guidance in IAS 39 'Financial Instruments: Recognition and Measurement,' IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Directors have assessed the financial statements considering the application of IFRS 9 and conclude that there is no impact on the company results.

##### **IFRS 15 'Revenue from Contracts with Customers'**

Issued in May 2015 and effective for accounting periods beginning on or before 1 January 2018.

IFRS 15 replaces existing revenue recognition standards: IAS 11 'Construction Contracts' and IAS 18 'Revenue', and moves away from the 'risks and rewards' concept of revenue recognition used by IAS 18 to a concept of 'transfer of control'. Its core principle is that revenue should be recognised when (or as) an entity transfers control of goods or services to a customer. The standard is intended to bring greater transparency and comparability to financial reporting. The company will adopt the modified retrospective transition approach to the standard, where an impact of adoption is identified.

The Directors have assessed the financial statements considering the application of IFRS 15 and conclude that there is no impact on the Company results.

## Costain International Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

##### IFRS 16 'Leases'

Replaces the existing accounting requirements in IAS 17 'Leases'. The adoption of IFRS 16 is mandatory for the Group for the accounting period beginning 1 January 2019. A single model for lessees will be required, eliminating off balance sheet accounting for non-exempt operating leases. As a result, lease liabilities and corresponding right of use lease assets will come onto the balance sheet and be unwound and depreciated over the term of the lease. The presentation and timing of income and expense recognition in the income statement will change, although the total income and expense over the term of the lease remains the same.

Directors have assessed the financial statements considering the application of IFRS 16 and conclude that there is no impact on the Company results.

#### 3 Operating loss

Operating loss is stated after charging:

	2017 £	2016 £
Foreign exchange losses	<u>1,154</u>	<u>6,075</u>

#### 4 Auditor's remuneration

	2017 £	2016 £
Audit of the financial statements	<u>2,000</u>	<u>2,000</u>

The deemed audit fee for the company was £2,000 (2016: £2,000).

There are no fees paid to PricewaterhouseCoopers LLP for other services other than the statutory audit of the company. The audit fee was borne by another group company.

#### 5 Staff costs

No emoluments were paid to the directors of the company during the period (2016: £Nil).

There were no staff employed during the year (2016: Nil).

## Costain International Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 6 Income tax

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2016 - higher than the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

	2017 £	2016 £
Loss before tax	<u>(4,672)</u>	<u>(9,429)</u>
Corporation tax at standard rate	899	1,886
Increase (decrease) from effect of expenses not deductible in determining taxable profit (tax loss)	(3,027)	-
Increase (decrease) arising from group relief tax reconciliation	<u>2,128</u>	<u>(1,886)</u>
Total tax charge	<u>-</u>	<u>-</u>

The rate of corporation tax reduces to 19% with effect from 1 April 2017 and to 17% with effect from 1 April 2020.

#### 7 Debtors

	2017 £	2016 £
Amounts owed by group undertakings	<u>5,626,831</u>	<u>5,626,831</u>
	<u>5,626,831</u>	<u>5,626,831</u>

[Amounts receivable from other group undertakings is unsecured, repayable on demand but accrues interest at a rate of 0.5%-2.5%.

#### 8 Trade and other payables

##### Current

	2017 £	2016 £
Accrued expenses	32,646	36,019
Amounts owed to group undertakings	<u>615,348</u>	<u>607,303</u>
	<u>647,994</u>	<u>643,322</u>

[Amounts payable to other group undertakings is unsecured, repayable on demand but accrues interest at a rate of 0.5%-2.5%.

## Costain International Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 9 Share capital

##### Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1,800,100</u>	<u>1,800,100</u>	<u>1,800,100</u>	<u>1,800,100</u>

#### 10 Contingent liabilities

The company has entered into cross guarantees together with the ultimate parent company and certain fellow group undertakings for borrowing facilities made available to the group. At 31st December 2017, these liabilities amounted to £70.2 million (2016: £69.9 million).

#### 11 Parent and ultimate parent undertaking

The company's immediate parent is Costain Building & Civil Engineering Limited.

The ultimate parent is Costain Group PLC.

The parent of the largest group producing publicly available financial statements in which these financial statements are consolidated is Costain Group PLC. These financial statements are available upon request from Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB.

The ultimate controlling party is Costain Group PLC.