

Registered No: 00756188

Dyno Holdings Limited

**Annual Report and Financial Statements
For the year ended 31 December 2012**



Dyno Holdings Limited

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Annual Report and Financial Statements for the year ended 31 December 2012

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Dyno Holdings Limited

Directors' report for the year ended 31 December 2012

The Directors present their report and the audited financial statements of Dyno Holdings Limited (the "Company") for the year ended 31 December 2012

Principal activities and future developments

The Company's principal activity during the year was that of a holding company. During the year the Company held investments in Dyno-branded repair services.

On 31 December 2012, as part of an internal reorganisation by the ultimate parent company, the trade and assets of the Company were transferred to another group company GB Gas Holdings Limited (GBGH), in exchange for an intercompany receivable of £9,364,131. As a result a loss on disposal of £292,512 was recognised. Following the transfer, on 31st December 2012 the Company declared and paid an interim dividend of £9,364,130. All remaining balances within the company have been converted to non interest bearing intercompany loans.

As part of the same internal reorganisation, the investment in Dyno Rod Limited and Drnps Limited were transferred to GBGH at book value.

Results and dividends

The results of the Company are set out on page 4.

The profit for the year, after taxation, amounted to £89,736 (2011: £287,399).

The directors paid an interim dividend during the year of £9,364,130 (2011: Nil). The directors recommend that no final dividend be paid.

Financial position

The financial position of the Company is presented in the balance sheet on page 5. Shareholder funds at 31 December 2012 were £1 (31 December 2011: £9,274,395).

Called up Share Capital

By special resolution passed on 20th December 2012, which was accepted by the Companies House on 20th December 2012, the company reduced its called up share capital by £227,628 to £1 by the cancellation of 158,303 ordinary shares at a nominal value of £1, 100 Management "A" shares at a nominal value of £1, 69,225 Ordinary "A" shares at a nominal value of £1. The capital reduction totalling £227,628 was credited to cumulative retained earnings. The issued share capital was then 1 ordinary share of £1 each with a nominal value of £1.

Principal risks and uncertainties

The key risks affecting the Company relate to its trading subsidiaries. The Directors do not, therefore, believe there are any significant risks and uncertainties affecting the Company.

Financial risk management procedures

The Directors do not consider that the Company has any significant financial risks. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Centrica plc (the "Group"). Accordingly, the principal risks and uncertainties of the Group which include those of the Company are discussed on pages 44-50 of the 2012 Annual Report and Accounts of the Group which does not form part of this report.

Financial risk in respect of currency, interest rate and liquidity are managed by Centrica treasury. Cash balances, over and above, day-to-day operating requirements are remitted to Centrica – refer to note 10 to the financial statements.

Key performance indicators (KPIs)

Given the principal activity of the Company is to act as a holding company, the Directors are of the opinion that the analysis using KPIs is not necessary for an understanding of the business.

Directors

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

O M Smedley	(Resigned 16 July 2012, Appointed 01 October 2012)
D Ratcliffe	(Appointed 16 July 2012)
D Alexander	(Appointed 17 April 2012)
N Bhatia	(Resigned 01 October 2012)
C J Stern	(Resigned 17 April 2012)

Dyno Holdings Limited

Directors' report for the year ended 31 December 2012 (continued)

Directors' and officers' liability

Directors' and officers' liability insurance has been purchased by the ultimate parent company, Centrica plc, and has been in place since the Company became a wholly-owned subsidiary undertaking on 3 December 2010. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 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.

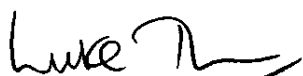
Disclosure of information to auditors

Each of the Directors who held office at the date of approval of this Directors' report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware, and they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

This report was approved by the board on [20 June] 2013



For and on behalf of Centrica Secretaries Limited
Company Secretary

Company registered in England and Wales,
Registered number 00756188

Registered office
Millstream
Maidenhead Road
Windsor
Berkshire
United Kingdom
SL4 5GD

Dyno Holdings Limited

Independent Auditors' report to the member of Dyno Holdings Limited

We have audited the financial statements of Dyno Holdings Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the statement of Directors' Responsibilities set out on pages 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.

This report, including the opinions, has been prepared for and only for the Company's member 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.

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. If we become aware of any apparent material misstatements or inconsistencies we

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 2012 and of its profit for the year then ended,
- 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 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 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.

Adam Beasant (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
9 Greyfriars Road
Reading RG1 1JG

[] 2013

Dyno Holdings Limited

Profit and loss account for the year ended 31 December 2012

	Notes	31 December 2012 £	31 December 2011 £
Turnover	2	-	-
Cost of sales		-	-
Gross profit		<u>-</u>	<u>-</u>
Administrative expenses		(2,655)	(14,568)
Operating loss	3	<u>(2,655)</u>	<u>(14,568)</u>
Loss on disposal of an operation	15	(292,512)	-
Interest receivable	6	385,172	302,061
Profit on ordinary activities before taxation		<u>90,005</u>	<u>287,493</u>
Tax on profit on ordinary activities	7	(269)	(94)
Profit for the financial year	14	<u>89,736</u>	<u>287,399</u>

All amounts relate to discontinued operations

There is no material difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents

There were no recognised gains or losses other than the profit for the financial year and therefore no separate statement of total recognised gains and losses has been presented

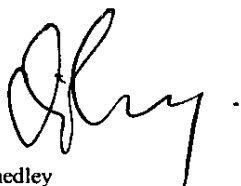
The notes on pages 6 to 10 form part of these financial statements

Dyno Holdings Limited

Balance sheet as at 31 December 2012

	Notes	31 December 2012 £	31 December 2011 £
Fixed assets			
Investments	8	-	150,002
Current assets			
Debtors	9	1	18,525,122
Cash at bank and in hand		-	72,494
		<u>1</u>	<u>18,597,616</u>
Creditors: amounts falling due within one year	11	-	<u>(9,473,223)</u>
Net current assets		<u>1</u>	<u>9,124,393</u>
Net assets		<u><u>1</u></u>	<u><u>9,274,395</u></u>
Capital and reserves			
Called up share capital	13	1	227,629
Profit and loss reserve	14	-	9,046,766
Total Shareholders' funds		<u><u>1</u></u>	<u><u>9,274,395</u></u>

The financial statements were approved and authorised for issue by the Board of Directors on 20 June 2013 and were signed on its behalf by



O M Smedley
Director

Company registered in England and Wales
Registered No 00756188

The notes on pages 6 to 10 form part of these financial statements

Dyno Holdings Limited

Notes to the financial statements for the year ended 31 December 2012

1. Principal accounting policies

Basis of preparation

The financial statements have been prepared on a going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Consolidation

The company is exempt from the preparation of Group accounts by virtue of Section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of a Company established under the laws of an EC member state and which itself prepares consolidated accounts.

Cash flow statement and related party disclosures

The Company is a wholly-owned subsidiary undertaking of GB Gas Holdings Limited, which is ultimately a wholly-owned subsidiary undertaking of Centrica plc. The Company has taken advantage of the exemptions within FRS 1 'Cash Flow Statements', from presenting a cash flow statement, and within FRS 8 'Related Party Disclosures', from disclosing transactions with other Group companies.

Fixed asset investments

Investments are stated at cost less amounts written off. Investment income comprises dividends declared during the accounting period, interest receivable on listed and unlisted investments and short term deposits, and rents receivable from land.

The carrying values of fixed assets investments are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Dyno Holdings Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

2 Turnover

The Company has no turnover in the year as it no longer has responsibility for the management of subsidiary undertakings in the Group

3 Operating profit

This is stated after charging	2012 £	2011 £
Exchange loss on foreign currency bank accounts	<u>2,638</u>	<u>14,517</u>

Auditors' remuneration was borne by a subsidiary company, Dyno-Rod Limited

4 Staff costs

The Company does not employ any staff directly (2011: none). Operating functions are performed by staff employed and remunerated by other Group companies.

5 Directors' emoluments

The emoluments of 3 of the directors are not paid to them in their capacity as Directors of the Company and are payable for services wholly attributable to other Centrica plc subsidiary undertakings. Accordingly, no details in respect of their emoluments have been included in these financial statements.

6 Interest receivable

	2012 £	2011 £
Other interest	<u>385,172</u>	<u>302,061</u>

7 Tax on profit on ordinary activities

	2012 £	2011 £
(a) Analysis of tax charge in year		
Current tax on income for the period at 24.5% (2011 at 26.5%)	-	-
Total current tax (note 7 (b))	<u>-</u>	<u>-</u>
Deferred tax		
Effect of change to deferred tax rate	5	23
Origination and reversal of timing differences	264	71
Total deferred tax (note 12)	<u>269</u>	<u>94</u>
Total tax on profit on ordinary activities	<u>269</u>	<u>94</u>

Dyno Holdings Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

7 Tax on profit on ordinary activities (continued)

(b) Factors affecting tax charge for the year

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax as follows

	2012 £	2011 £
Profit on ordinary activities before tax	90,005	287,493
Tax on profit on ordinary activities at standard UK corporation tax rate of 24.5% (2011 - 26.5%)	22,051	76,186
<i>Effects of</i>		
Capital allowances in excess of depreciation	(49)	(71)
Expenses not deductible for tax purpose	71,731	-
Group relief for nil consideration	(24,243)	(27,472)
UK UK transfer pricing adjustment	(69,490)	(48,643)
Current tax charge for the year (note 7 (a))	-	-

The main rate of corporation tax was reduced from 26% to 24% from 1 April 2012 and to 23% from 1 April 2013, enacted under Finance Act 2012. Further reductions to the main rate were proposed in the Autumn Statement 2012 and the Budget Statement 2013 to respectively reduce the rate to 21% from 1 April 2014 and to 20% by 1 April 2015. Beyond a reduction to 23% from 1 April 2013, the changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The impact of the proposed changes to the financial statements is not expected to be material.

8 Investments

	Shares in subsidiary undertakings £
Cost	
At 1 January 2012	150,002
Disposals	(150,002)
At 31 December 2012	-

On 31 December 2012, as part of an internal reorganisation by the ultimate parent company, the Company sold the entire share capital of Dyno Rod Limited and Drps Limited at its book value of £150,002 to another group company GB Gas Holdings Limited (GBGH).

Up to the date of sale, the Company owned 100% of the issued share capital of the following companies that are all incorporated in England and Wales

<i>Name of company</i>	<i>Nature of business</i>
Dyno-Rod Limited	Drain cleaning services
Drps Limited	Dormant company

9 Debtors

	2012 £	2011 £
Amounts owed by ultimate parent undertaking	1	18,524,853
Deferred tax (note 12)	-	269
	1	18,525,122

Amounts receivable from group undertakings include nil (2011 £18,524,853) that bears interest at a quarterly rate determined by Group Treasury and linked to the Group cost of funds. The quarterly rates ranged between 1.32% and 2.11% per annum during 2012 (2011 1.32% to 2.11%). All amounts receivable from Group undertakings are unsecured and repayable on demand.

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Notes to the financial statements for the year ended 31 December 2012 (continued)

10 Cash at bank and in hand

The Company held cash balances denominated in euros at year end. Cash was received during the year on behalf of subsidiary companies from franchisees based in Ireland.

Cash balances in excess of normal day-to-day operating requirements will periodically be remitted to Centrica.

11 Creditors amounts falling due within one year

	2012 £	2011 £
Amounts owed to subsidiary undertakings	-	(9,473,223)
	<u>-</u>	<u>(9,473,223)</u>

Inter-Company loans are unsecured, interest free and repayable on demand.

12 Deferred tax

Deferred corporation tax - accelerated capital allowances

	£
As at 1 January 2012	269
Charge to the profit and loss account (note 7)	(269)
As at 31 December 2012	<u>-</u>

Deferred corporation tax provision/(asset) at 23% (2011 25%) is analysed as follows:

	2012 £	2011 £
<i>Provided</i>		
Accelerated capital allowances	<u>-</u>	<u>269</u>
	2012 £	2011 £
<i>Unprovided</i>		
Other timing differences	<u>103,842</u>	<u>112,871</u>

13 Called up share capital

	2012 £	2011 £
Allotted and fully paid		
Ordinary shares of £1 each	1	158,304
Ordinary 'A' non voting shares of £1 each	-	69,225
Management 'A' shares of £1 each	-	100
	<u>1</u>	<u>227,629</u>

By special resolution passed on 20th December 2012, which was accepted by the Companies House on 20th December 2012, the company reduced its called up share capital by £227,628 to £1 by the cancellation of 158,303 ordinary shares at a nominal value of £1, 100 Management "A" shares at a nominal value of £1, 69,225 Ordinary "A" shares at a nominal value of £1. The capital reduction totalling £227,628 was credited to cumulative retained earnings. The issued share capital was then 1 ordinary share of £1 each with a nominal value of £1.

Dyno Holdings Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

14 Reconciliation of total shareholders' funds and movements on reserves

	Share capital	Profit and loss account	Total shareholders' funds
	£	£	£
At 1 January 2012	227,629	9,046,766	9,274,395
Reduction in share capital	(227,628)	227,628	-
Profit for the financial year	-	89,736	89,736
Dividends paid	-	(9,364,130)	(9,364,130)
At 31 December 2012	1	-	1
At 1 January 2011	227,629	8,759,367	8,986,996
Profit for the financial year	-	287,399	287,399
At 31 December 2011	227,629	9,046,766	9,274,395

15 Loss on Disposal of an operation

On 31 December 2012 as part of an internal reorganisation by the ultimate parent company, the trade and assets of the Company were transferred to another group company, GBGH, for a fixed intercompany receivable of £9,364,131. The net assets of the Company on the date of transfer were £9,656,643. The difference of £292,512 is recognised as a loss on disposal.

16 Dividends paid

	2012 £	2011 £
Dividends paid £9,364,130 per Ordinary share	<u>9,364,130</u>	<u>-</u>

The directors paid an interim dividend during the year of £9,364,130 (2011 Nil). No final dividend was proposed.

17 Ultimate parent and controlling company

The immediate parent undertaking is GB Gas Holdings Limited, an indirect and wholly owned subsidiary undertaking of Centrica plc, a company registered in England and Wales. Centrica plc, is the ultimate parent undertaking and ultimate controlling party and is the only company to consolidate the financial statements of the Company. Copies of the Annual Report and Accounts of Centrica plc, may be obtained from www.centrica.com or from the Company Secretary, Centrica plc, Millstream, Maidenhead Road, Windsor, Berkshire, SL4 5GD.