

E.S. Pipelines Limited

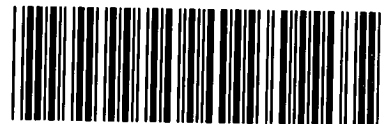
Report and Financial Statements

Year Ended

31 December 2018

Registered number 03822878

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E.S. Pipelines Limited
Report and financial statements
for the year ended 31 December 2018

Contents

Page:

1	Strategic report
3	Directors' report
5	Statement of Directors' responsibilities
6	Independent Auditor's report
9	Statement of comprehensive income
10	Balance Sheet
11	Statement of changes in equity
12	Notes

Directors

N J Clark
T W Butler
S Williams
V Spiers
K O'Connor
P Miles
A Dellis
S Schwengber

Secretary and registered office

Beach Secretaries Limited, 1st Floor, Bluebird House, Mole Business Park, Leatherhead, KT22 7BA

Company number

03822878

Auditor

BDO LLP, 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA

E.S. Pipelines Limited

Strategic report

for the year ended 31 December 2018

Principal activities

The Company is engaged in the business of independent gas transportation and metering services to gas shippers throughout mainland UK. There have been no changes in the Company's activities in the period under review.

Review of the business

The statement of comprehensive income is set out on page 9 and shows turnover for the period of £25,845,000 (2017: £21,409,000) and profit for the period of £6,161,000 (2017: £5,845,000).

Dividends received during the year amounted to £nil (2017: £900,000) from Group undertakings.

The directors consider connections installed and turnover to be the main key performance indicators for the Company in monitoring its performance during the year.

The number of installed connections as at the end of the year was 290,407 with a growth of 12% in the year, (2017: 259,210, 14% in the previous year). The growth is directly related to the build out of the Company's growing order book from previous years.

Turnover has increased during the period due to the increase in connections mentioned above. Based on the current economic forecasts and given the competitive market conditions, expectations for 2019 are that turnover will continue to grow as the order book for connections are installed.

The Company continues to expand its portfolio of assets through three main areas of activity. First, through the adoption of gas networks for newly built housing installed by Utility Infrastructure Providers (UIPs), second, through developing gas network extensions installed to connect existing properties previously not served by the national gas system (known as infill) and third through adopting gas industrial and commercial (I&C) connections for clients.

The directors actively nurture relationships with key partners by servicing social landlords for infill projects and also continue to strengthen relationships with UIPs developing new housing networks as well as I&C market participants.

Principal risks and uncertainties

The market for the adoption of new housing networks is competitive and is price sensitive.

The availability of new housing connections from UIPs is dependent on the overall housing market, which is dependent upon a positive economic outlook. The Directors have adjusted the forecasted new wins for 2019 to provide for a level of uncertainty in this period going forward.

A large proportion of the infill market the Company targets is driven in part by government programmes to bring more affordable (and lower CO2 emitting) fuel to social housing. Indirectly the Company is partly dependent on government spending, without which the number of infill projects developed could reduce.

The ownership and operation of gas pipelines represents approximately 65% (2017: 69%) of the Company's revenue. The Office of Gas and Electricity Markets (Ofgem) regulates the activities of the Company, including the transportation tariffs that the Company charges. In 2004 Ofgem introduced the Relative Price Control (RPC) mechanism. The purpose of RPC is to keep parity between the charges levied by iGTs, including the Company, and the operators of the Gas Distribution Networks. RPC allows the Company to increase prices partly in line with the Retail Price Index (RPI). Therefore the Company's income will vary in accordance with RPI.

E.S. Pipelines Limited

Strategic report (*continued*) for the year ended 31 December 2018

The Company also operates and maintains meters connected to its gas pipelines. Metering income represents approximately 35% (2017: 31%) of the Company's revenue. The meter market in the UK has been open to competition since 2004 and over the next 5 years it is forecast that dumb meter revenue will materially decline as a consequence of the Government mandated smart meter roll out. However the business model predicts an increase in the smart meter portfolio as new meters are installed with new connections going forward.

The directors believe it appropriate to present the accounts on a going concern basis as set out in note 1.

For and on behalf of the Board



**P Miles
Director**

Date: 22.5.19.

E.S. Pipelines Limited

Directors' report for the year ended 31 December 2018

The review of business and principal risks and uncertainties has been included within the strategic report on page 1.

Dividends

Dividends of £nil (2017: £900,000) were received during the year. No dividend was declared or paid during the year.

Directors

The directors of the Company throughout the year were:

R Wallace (resigned 13 June 2018)
N J Clark
T W Butler
V Spiers
S Williams
A Dellis (appointed 11 June 2018)
S Schwengber (appointed 13 July 2018)
K O'Connor (appointed 10 December 2018)
P Miles (appointed 21 January 2019)

Disclosure of information to Auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Financial instruments

The Company holds financial instruments to finance its operations. Operations are financed by a mixture of retained profits and parent company loans. The Company has £100,291,000 (2017: £97,172,000) of debt outstanding with its Group companies. Interest on this loan is payable at a fixed rate of 8%. The Directors have controls in place to manage cash flow and maintain interest payments.

Credit risk

Credit risk arises principally from the Company's trade and other receivables. Management review all debtors for impairment and are comfortable that all un-provided debts are fully recoverable.

Price risk

The Company's balance sheet and statement of comprehensive income is exposed to changes in its transportation tariffs, which are regulated by Ofgem – as disclosed in the strategic report under principal risks and uncertainties.

Likely future developments in the business of the Company

Information on likely future developments in the business of the Company has been included in the Strategic report on page 1.

E.S. Pipelines Limited

**Directors' report (*continued*)
for the year ended 31 December 2018**

Auditor

A resolution to reappoint BDO LLP will be proposed at the next Annual General Meeting.

For and on behalf of the Board



P Miles
Director

Date: 22.5.19.

E.S. Pipelines Limited

Statement of Directors' responsibilities for the year ended 31 December 2018

The Directors are responsible for preparing the strategic report, 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 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.

E.S. Pipelines Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF E.S. PIPELINES LIMITED

Opinion

We have audited the financial statements of E.S. Pipelines Limited ("the Company") for the year ended 31 December 2018 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- 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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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.

E.S. Pipelines Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF E.S. PIPELINES LIMITED (CONT)

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of Directors

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors 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.

Auditor's 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 auditor's 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.

E.S. Pipelines Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF E.S. PIPELINES LIMITED (CONT)

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Anna Draper (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Gatwick, UK

Date : 23.05.2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

E.S. Pipelines Limited

Statement of comprehensive income for the year ended 31 December 2018

	Note	2018 £'000	2017 £'000
Turnover	3	25,845	21,409
Cost of sales		(7,751)	(5,906)
Gross profit		18,094	15,503
Administrative expenses		(5,360)	(5,399)
		12,734	10,104
Other operating income - management fee		1,820	1,692
Dividends from share in group undertaking		-	900
Operating profit	4	14,554	12,696
Interest payable and similar charges	5	(7,945)	(7,388)
Other interest receivable and similar income	6	2	9
Profit on ordinary activities before taxation		6,611	5,317
Taxation on profit on ordinary activities	9	(450)	528
Profit for the financial year and total comprehensive income for the year		6,161	5,845

The notes on pages 12 to 22 form part of these financial statements.

E.S. Pipelines Limited

Balance sheet at 31 December 2018

	Note	2018 £'000	2018 £'000	2017 £'000	2017 £'000
Fixed assets					
Tangible assets	10		149,536		131,974
Investments	11		74,868		74,868
			<u>224,404</u>		<u>206,842</u>
Current assets					
Debtors	12	13,542		15,141	
Cash at bank and in hand		2,362		1,092	
		<u>15,904</u>		<u>16,233</u>	
Creditors: amounts falling due within one year	13	<u>(138,792)</u>		<u>(128,371)</u>	
Net current liabilities			<u>(122,888)</u>		<u>(112,138)</u>
Total assets less current liabilities			<u>101,516</u>		<u>94,704</u>
Creditors: amounts falling due after more than one year	14		<u>(22,992)</u>		<u>(22,791)</u>
Provisions for liabilities	15		<u>(1,106)</u>		<u>(656)</u>
Net assets			<u>77,418</u>		<u>71,257</u>
Capital and reserves					
Called up share capital	17		15,071		15,071
Profit and loss account			62,347		56,186
			<u>77,418</u>		<u>71,257</u>

The financial statements were approved by the Board of Directors and authorised for issue on 22.5.19, and were signed on its behalf by:



P Miles
Director

The notes on pages 12 to 22 form part of these financial statements.

E.S. Pipelines Limited
Statement of changes in equity
for the year ended 31 December 2018

	Share capital 2018 £'000	Profit and loss account 2018 £'000	Total equity 2018 £'000	Share capital 2017 £'000	Profit and loss account 2017 £'000	Total equity 2017 £'000
1 January	15,071	56,186	71,257	15,071	50,341	65,412
Comprehensive income for the year	-	6,161	6,161	-	5,845	5,845
Profit for the year	-	6,161	6,161	-	5,845	5,845
Total comprehensive income for the year	-	6,161	6,161	-	5,845	5,845
Contributions by and distributions to owners	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-	-
31 December	15,071	62,347	77,418	15,071	56,186	71,257

The notes on pages 12 to 22 form part of these financial statements.

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018

1 Accounting policies

E.S. Pipelines Limited is a private company, limited by shares, incorporated in England & Wales under the Companies Act.

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

Basis of preparation

Disclosure exemptions

In preparing the financial statements of the Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No cash flow statement has been presented for the Company as this information is included in the consolidated accounts of ESP Utilities Group Limited, which can be obtained from Companies House; and
- Disclosures in respect of the Company's financial instruments have not been presented as equivalent disclosures have been provided in respect of the Group as a whole.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding that at 31 December 2018 the Company had net current liabilities of £122,888,000 (2017: £112,138,000). The Company is dependent for its working capital on funds provided to it by a fellow group undertaking. This group undertaking has confirmed it will not seek repayment of amounts outstanding to the extent that to do so would prevent the Company being able to meet its liabilities as they fall due in the next twelve month period from the date of these financial statements. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The Directors have considered and reviewed projections and cash flow forecasts that cover the period to 12 months from the date of approval of these financial statements. Based on this, the Company will have adequate resources to continue in operational existence for the foreseeable future. On this basis the Directors believe it is appropriate to present the accounts on the going concern basis.

The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

The following principal accounting policies have been applied:

Turnover

Turnover represents the amount (excluding value added tax) derived from the provision of gas transportation and measurement for gas suppliers during the period. Income from the transport of gas through the Company's pipelines is recognised on the basis of actual or estimated volumes delivered in the financial period and rental income of metering equipment is recognised for rental periods covered by the financial statements. Turnover arises solely within the United Kingdom.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018

1 Accounting policies (*continued*)

a) Depreciation

Depreciation is calculated so as to write off the cost of fixed assets to their estimated residual value by equal instalments over their estimated useful lives as follows:

Fixtures, fittings, tools & equipment	4 to 8 years
Motor Vehicles	4 years
Gas networks	60 years
Meters	20 years
Prepayment & smart meters	10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

b) Third party contributions

Contributions, from owner-occupiers of premises, which partly offset the capital expenditure on the infill networks, are received at the time of initial connection. These receipts are treated as deferred income that reduces the depreciation charge to the statement of comprehensive income over the useful life of the related assets.

Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit ("CGU") to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flow (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

Investments

Investments are stated at cost less amounts written off where the directors believe that there is a permanent diminution of value.

Pension scheme

The Company operates a defined contribution pension scheme. Contributions to the scheme are charged to the statement of comprehensive income in the period in which they become payable. The assets of the scheme are held separately in an independently administered fund.

Finance costs

Finance costs are charged to the statement of comprehensive income over the term of the debt so that the amount charged is at a constant rate on the carrying amount. Finance costs include issue costs that are initially recognised as a reduction in the proceeds of the associated capital instrument.

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018

1 Accounting policies (*continued*)

Leased assets: Lessee

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they have been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the statement of comprehensive income over the shorter of estimated useful economic life and the term of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the statement of comprehensive income over the term of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases and their annual rentals are charged to the statement of comprehensive income on a straight-line basis over the term of the lease.

Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the balance sheet date.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where timing differences relate to interests in subsidiaries and the Group can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have enacted or substantively enacted by the reporting date.

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018

1 Accounting policies (*continued*)

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Reserves

The Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the Company's tangible assets and fixed asset investment. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- Tangible fixed assets are depreciated over their useful lives taking into account residual values where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and industry trends are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

3 Analysis of Turnover

	2018 £'000	2017 £'000
Analysis by class of business:		
Gas transportation	16,751	14,806
Gas metering	9,094	6,603
	<u>25,845</u>	<u>21,409</u>

The Company's revenue is generated in the United Kingdom (excluding Northern Ireland).

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (continued)

4 Operating profit

	2018 £'000	2017 £'000
This is arrived at after charging/(crediting):		
Depreciation of tangible fixed assets	5,265	3,929
Release of deferred income on third party contributions	(388)	(379)
Profit on disposal of fixed assets	(23)	(12)
Operating lease – land and buildings	232	205
Auditor's remuneration	15	42
	<u> </u>	<u> </u>

5 Interest payable and similar charges

	2018 £'000	2017 £'000
Interest payable to parent company	7,910	7,360
Preference share interest payable	35	28
	<u> </u>	<u> </u>
	7,945	7,388
	<u> </u>	<u> </u>

6 Other interest receivable and similar income

	2018 £'000	2017 £'000
Other interest receivable	2	9
	<u> </u>	<u> </u>

7 Staff numbers and costs

The average number of persons employed by the company (including six of the directors), (2017 : five) during the year was as follows:

	2018 Number	2017 Number
Administration	55	55
	<u> </u>	<u> </u>

The aggregate payroll costs of these persons were as follows:

	2018 £'000	2017 £'000
Wages and salaries	3,576	3,373
Social security costs	446	425
Pension costs	273	251
	<u> </u>	<u> </u>
	4,295	4,049
	<u> </u>	<u> </u>

E.S. Pipelines Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 (*continued*)

8 Remuneration of Directors

	2018 £'000	2017 £'000
Directors' emoluments	1,352	1,397
Compensation for loss of office	135	-
Company contributions to money purchase pension schemes	112	180
	<u>1,599</u>	<u>1,577</u>

There were six paid directors during the year (2017: five). The Directors are considered to be the only key management personnel.

The remuneration of the highest paid director who served during the period was as follows:

	2018 £'000	2017 £'000
Directors' emoluments	342	316
Company contributions to money purchase pension schemes	19	35
	<u>361</u>	<u>351</u>

9 Taxation on profit on ordinary activities

	2018 £'000	2018 £'000	2017 £'000	2017 £'000
<i>UK corporation tax</i>				
Current tax on profits of the year		-		142
Adjustment in respect of previous periods		-		(92)
Total current tax		<u>-</u>		<u>50</u>
<i>Deferred tax</i>				
Deferred tax current period (see note 15)	450		(611)	
Effect of changes in tax rate	-		-	
Deferred tax prior period	-		33	
		<u>450</u>		<u>(578)</u>
Total tax charge / (credit)		<u>450</u>		<u>(528)</u>

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (continued)

9 Taxation on profit on ordinary activities (continued)

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2017: lower) than the standard rate of corporation tax in the UK of 19%. (2017: 19.25%). The differences are explained below.

Tax reconciliation

	2018 £'000	2017 £'000
Profit on ordinary activity before tax	6,611	5,317
Current tax at 19% (2017: 19.25%)	1,256	1,024
Effects of:		
Expenses not deductible for tax purposes	20	19
Prior year adjustment	-	(58)
Group relief claimed for nil consideration	(773)	(1,420)
Effect of difference in deferred tax rates	(53)	81
Exempt income : Dividend received		(174)
Total tax charge / (credit)	450	(528)

10 Tangible fixed assets

	Motor Vehicles £'000	Fixtures, fittings, tools & equipment £'000	Networks £'000	Meters £'000	Total £'000
<i>Cost</i>					
At 1 January 2018	410	1,936	127,982	18,754	149,082
Additions	134	171	20,031	2,525	22,861
Disposals	(148)		-	(2,224)	(2,372)
At 31 December 2018	396	2,107	148,013	19,055	169,571
<i>Depreciation</i>					
At 1 January 2018	162	1,360	11,423	4,163	17,108
Provision for year	104	132	2,463	2,566	5,265
Disposals	(114)	-	-	(2,224)	(2,338)
At 31 December 2018	152	1,492	13,886	4,505	20,035
<i>Net book value</i>					
At 31 December 2018	244	615	134,127	14,550	149,536
At 31 December 2017	248	576	116,559	14,591	131,974

E.S. Pipelines Limited

Notes forming part of the financial statements
for the year ended 31 December 2018 *(continued)*

11 Fixed asset investments

	£'000
Cost at 1 January 2018	74,868
Additions	-
	<hr/>
Cost as at 31 December 2018	74,868
	<hr/>

Details of the Company's fixed asset investment in subsidiaries are as follows:

Subsidiary	Country of incorporation	Principal activity	Class and percentage of shares held
ESP Pipelines Limited	England & Wales	Independent gas transport	Ordinary shares 100%
ESP Networks Limited	England & Wales	Independent gas transport	Ordinary shares 100%
ESP Connections Limited	England & Wales	Independent gas transport	Ordinary shares 100%

The registered address for all investments listed above is Bluebird House, Mole Business Park, Leatherhead, Surrey, KT22 7BA.

12 Debtors

	2018 £'000	2017 £'000
Trade debtors	3,248	2,807
Amounts owed by Group undertakings	121	2,284
Other Debtors	-	50
Group relief receivable from fellow subsidiaries	8,888	8,888
Prepayments and accrued income	689	516
Deposits	596	596
	<hr/>	<hr/>
	13,542	15,141
	<hr/>	<hr/>

All debtors are due within one year.

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (continued)

13 Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Trade creditors	10,900	7,881
Other creditors	350	543
Loans due to group undertakings	100,291	97,172
Amounts owed to Group undertakings	23,892	19,593
Accruals and deferred income	3,173	3,073
Tax and Social Security	186	109
	<u>138,792</u>	<u>128,371</u>

The amounts owed to group undertakings relate to intercompany balances which do not bear interest and are repayable on demand by the Company when sufficient funds are available to do so.

Loans due to group undertaking attract interest at rates as per note 14. The loans are repayable on demand.

14 Creditors: amounts falling due after more than one year

	2018 £'000	2017 £'000
Deferred income	19,744	19,578
Preference shares	3,248	3,213
	<u>22,992</u>	<u>22,791</u>

The deferred income relates to contributions, from owner-occupiers of premises, partly to offset the capital expenditure on the infill networks, which are received at the time of initial connection. These receipts are released to the statement of comprehensive income account, as a reduction in the depreciation charge, over the useful life of the related assets.

The carrying value of the preference shares includes accrued interest in respect of cumulative dividends.

Interest is payable on the above amounts at the following rates:

	2018 £'000	2017 £'000
Interest charged at 5.5% above Libor to 4 October 2017, fixed 8% thereafter	52,742	49,559
Interest charged at 3.5% above Libor to 4th October 2017, fixed 8% thereafter	7,722	7,692
Interest charged at 9.0% (Junior rate plus 3.5%) to 4th October 2017, fixed 8% thereafter	26,567	26,592
Interest charged at 13.58% to 4th October 2017, fixed 8% thereafter	13,260	13,329
	<u>100,291</u>	<u>97,172</u>

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018 *(continued)*

15 Provisions for liabilities

	Deferred taxation 2018 £'000	Deferred taxation 2017 £'000
At 1 January	656	1,234
Charged/(credited) to profit or loss	450	(578)
	<hr/>	<hr/>
At 31 December	1,106	656
	<hr/>	<hr/>

It is estimated that deferred tax liabilities arising on fixed assets will not reverse in the next accounting period.

Deferred tax liabilities

	2018 £'000	2017 £'000
Difference between accumulated depreciation and amortisation and capital allowances	1,120	670
Other timing differences	(14)	(14)
	<hr/>	<hr/>
	1,106	656
	<hr/>	<hr/>

16 Pensions – defined contribution scheme

The amount recognised in the statement of comprehensive income account as an expense in relation to the Company's defined contribution schemes is £273,000 (2017 - £293,000). £27,000 was outstanding at year end (2017 £nil).

17 Share capital

	2018 £'000	2017 £'000
<i>Authorised</i>		
20,000,000 Ordinary shares of £1 each	20,000	20,000
10,000,000 Cumulative redeemable preference shares of £1 each	10,000	10,000
	<hr/>	<hr/>
	30,000	30,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
15,070,885 Ordinary shares of £1 each	15,071	15,071
2,150,000 Cumulative redeemable preference shares of £1 each	2,150	2,150
	<hr/>	<hr/>
	17,221	17,221
	<hr/>	<hr/>

E.S. Pipelines Limited

Notes forming part of the financial statements for the year ended 31 December 2018 (continued)

17 Share capital (continued)

	2018 £'000	2017 £'000
Shares classified in liabilities	2,150	2,150
Shares classified in Shareholders' funds	15,071	15,071
	<u>17,221</u>	<u>17,221</u>

The ordinary shareholders have full voting rights.

The preference shares are cumulative at a coupon of 1% above bank base rate. The Company may, at its option, redeem at par the redeemable preference shares in whole or in part at any time giving three months' notice in writing. The preference shareholders are entitled to a payment of dividend in priority to the payment of any dividend to the holder of the ordinary shares. The preference shareholders do not have voting rights.

18 Capital commitments

	2018 £'000	2017 £'000
Capital commitments authorised by the directors are:		
Contracted	65,887	55,976

19 Commitments under operating leases

The Company had minimum lease payments under non-cancellable operating leases as set out below:

	2018 £'000	2017 £'000
Not later than 1 year	232	232
Later than 1 year and not later than 5 years	928	928
Later than 5 years	523	739
	<u>1,683</u>	<u>1,899</u>

The Company had no commitments under non-cancellable operating leases as at the balance sheet date.

13 Immediate and ultimate holding company and parent undertaking of larger group

The Company's immediate holding company is ESPUG Finance Limited, a Company registered in England. The Company's ultimate holding company is Zoom Holding Limited, a Company registered in England and Wales. The Company is ultimately controlled by 3i MIA LP, an English limited partnership, which is managed by 3i Investments plc. 3i Investments plc is wholly owned by 3i Group plc. The general partner of 3i MIA LP is 3i Managed Infrastructure GP (2017) LLP.

The largest group in which the results of the Company are consolidated is that headed by Zoom Holding Limited. The smallest group in which the results of the Company are consolidated is that headed by ESP Utilities Group Limited. Copies of these consolidated financial statements are available from Companies House.