

Registration number: 04011160

# Haringey Schools Services Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2018



# **Haringey Schools Services Limited**

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# **Haringey Schools Services Limited**

## **Company Information**

**Directors** N Rae  
A Hamid

**Company secretary** Semperian Secretariat Services Limited

**Registered office** Third Floor  
Broad Quay House  
Prince Street  
Bristol  
BS1 4DJ

**Independent Auditors** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
2 Glass Wharf  
Bristol  
BS2 0FR

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## **Haringey Schools Services Limited**

### **Strategic Report for the Year Ended 31 March 2018**

The directors present their strategic report for the year ended 31 March 2018.

#### **Principal activity**

The principal activity of the company is the development, funding and construction of eight schools and the provision of related facilities management services on behalf of London Borough of Haringey for the period of twenty five years under a Private Finance Initiative ('PFI') contract. The construction phase of the project was completed on 30 June 2004.

On 1 February 2008, the directors agreed to suspend, on an interim basis, the facilities management services that the company previously provided via its sub-contractor Jarvis Accommodation Services Ltd (JAS). At the same time the company's contract with JAS for the provision of FM services was terminated. This was subsequent to an agreement reached with London Borough of Haringey to enable the council to carry out construction work at the schools, which is being funded by a government grant under the Building Schools for the Future scheme. The council has the option to return the facilities management role to the company at its discretion. The company will, however, continue to receive a reduced unitary fee for the remainder of the contract period, in return for the on-going provision of the eight schools to the London Borough of Haringey. This will allow the company to service its existing borrowings and operate as a going concern. The net profitability of the company will not be adversely affected.

A revised financial model incorporating the effect of the suspension and termination agreements has been prepared and from a review of this model the directors are satisfied the company will generate positive cashflows and profits over the life of the contract.

#### **Results and review of business**

The profit for the year is set out in the profit and loss account on page 8. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

#### **Principal risks and uncertainties**

The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its customer, funders and sub-contractors as determined by the terms of their respective detailed PFI contracts. In extreme circumstances, the company could be exposed to subcontractor failure to perform their obligations. The Board monitors the financial stability of its subcontractor and has contingency plans in place to ensure the continuity of service provision to its client, should the subcontractor become unable to perform its obligations. The financial risks and the measures taken to mitigate them are as detailed in the Directors' report.

#### **Key performance indicators ('KPIs')**

The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the PFI contract which stipulates key performance criteria on operational activities as managed by the sub-contractor. For this reason, the company's directors believe that further operational key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In addition the directors monitor compliance with debt covenant ratios as specified in the senior loan agreement, in particular the Debt Service Cover Ratio, and no non-compliance has been noted.

Approved by the Board on **20 JUN 2018** and signed on its behalf by:

  
Semperian Secretariat Services Limited  
Company secretary

**21 JUN 2018**

## **Haringey Schools Services Limited**

### **Directors' Report for the Year Ended 31 March 2018**

**Registration number: 04011160**

The directors present their report and the audited financial statements for the year ended 31 March 2018.

#### **Future developments**

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

#### **Dividends**

A dividend of £54,481 (£0.1056 per ordinary share) was paid during the year (2017: £nil, £nil per ordinary share).

#### **Financial risk management**

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

##### ***Interest rate risk***

The senior debt interest is fixed, as set out in note 13.

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##### ***Inflation risk***

The company's project revenue and most of its costs were linked to inflation at the inception of the project, resulting in the project being largely insensitive to inflation.

##### ***Liquidity risk***

The company adopts a prudent approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

##### ***Credit risk***

The company receives the majority of its revenue from London Borough of Haringey and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

#### **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 as follows:

N Rae

A Dane (resigned 16 April 2018)

C J Blundell (resigned 12 June 2017)

A Hamid (appointed 12 June 2017)

## **Haringey Schools Services Limited**

### **Directors' Report for the Year Ended 31 March 2018 (continued)**

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the 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 United Kingdom Accounting Standards, comprising FRS 102, 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.

The directors 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.

#### **Going concern**

The directors have reviewed the company's projected profits and cash flows by reference to a financial model covering accounting periods up to December 2025. Having examined the current status of the company's principal contracts and likely developments in the foreseeable future, the directors consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

#### **Disclosure of information to the auditors**

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 auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

#### **Reappointment of auditors**

The independent auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

**20 JUN 2018**

Approved by the Board on ..... and signed on its behalf by:

  
Semperian Secretariat Services Limited  
Company secretary

**21 JUN 2018**

## **Haringey Schools Services Limited**

### **Independent Auditors' Report to the members of Haringey Schools Services Limited**

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

##### **Opinion**

In our opinion, Haringey Schools Services Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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: the balance sheet as at 31 March 2018; the profit and loss account, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

##### **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.

##### **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.

##### **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 or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

## **Haringey Schools Services Limited**

### **Independent Auditors' Report to the members of Haringey Schools Services Limited (continued)**

#### **Reporting on other information (continued)**

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 Strategic Report and 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.

#### *Strategic Report and Directors' Report*

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 year ended 31 March 2018 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 Strategic Report and 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 4, 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.



## **Haringey Schools Services Limited**

### **Independent Auditors' Report to the members of Haringey Schools Services Limited (continued)**

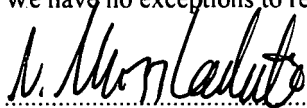
#### **Other required reporting**

##### **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.



Nick Muzzlewhite (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Bristol

Date: **28 JUN 2018**

## Haringey Schools Services Limited

### Profit and Loss Account for the Year Ended 31 March 2018

	Note	2018 £ 000	2017 £ 000
<b>Turnover</b>	4	572	565
Cost of sales		<u>(1)</u>	<u>-</u>
<b>Gross profit</b>		571	565
Administrative expenses		<u>(147)</u>	<u>(140)</u>
<b>Operating profit</b>	5	424	425
Interest receivable and similar income	6	1,734	1,882
Interest payable and similar charges	7	<u>(1,745)</u>	<u>(1,917)</u>
<b>Profit on ordinary activities before taxation</b>		413	390
Tax on profit on ordinary activities	8	<u>(123)</u>	<u>239</u>
<b>Profit for the financial year</b>		<u><u>290</u></u>	<u><u>629</u></u>

The above results were derived from continuing operations.

The company has no other Comprehensive Income for the year other than the profit for the financial year stated above.

The notes on pages 11 to 20 form an integral part of these financial statements.

## Haringey Schools Services Limited

### Balance Sheet as at 31 March 2018

	Note	2018 £ 000	2017 £ 000
<b>Current assets</b>			
Debtors: Amounts falling due after more than one year	9	18,851	21,090
Debtors: Amounts falling due within one year	11	2,897	2,312
Cash at bank and in hand		103	570
		21,851	23,972
<b>Creditors: Amounts falling due within one year</b>	12	(2,746)	(2,571)
<b>Total assets less current liabilities</b>		19,105	21,401
<b>Creditors: Amounts falling due after more than one year</b>	12	(18,264)	(20,796)
<b>Net assets</b>		841	605
<b>Capital and reserves</b>			
Called up share capital	14	516	516
Profit and loss account		325	89
<b>Total equity</b>		841	605

**20 JUN 2018**

Approved and authorised by the Board on ..... and signed on its behalf by:



N Rae  
Director

The notes on pages 11 to 20 form an integral part of these financial statements.

## Haringey Schools Services Limited

### Statement of Changes in Equity for the Year Ended 31 March 2018

	Note	Called up Share capital £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2016		516	(540)	(24)
Profit for the financial year		-	629	629
Total comprehensive income		-	629	629
At 31 March 2017		516	89	605

	Note	Called up Share capital £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2017		516	89	605
Profit for the financial year		-	290	290
Total comprehensive income		-	290	290
Dividends	15	-	(54)	(54)
At 31 March 2018		516	325	841

The notes on pages 11 to 20 form an integral part of these financial statements.

# **Haringey Schools Services Limited**

## **Notes to the Financial Statements for the Year Ended 31 March 2018**

### **1 General information**

The principal activity of the company is the development, funding and construction of eight schools and the provision of related facilities management services on behalf of London Borough of Haringey for the period of twenty five years under a Private Finance Initiative ('PFI') contract. The construction phase of the project was completed on 30 June 2004.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:

Third Floor  
Broad Quay House  
Prince Street  
Bristol  
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

### **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.

#### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

#### **Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

#### **Going concern**

The directors have reviewed the company's projected profits and cash flows by reference to a financial model covering accounting periods up to December 2025. Having examined the current status of the company's principal contracts and likely developments in the foreseeable future, the directors consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

## **Haringey Schools Services Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)**

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

##### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the company and value added taxes.

The company recognises income when it has fully fulfilled its contractual obligations. The company includes sales and purchase transactions related to variations under the original contract where the benefits and risks are retained by the company, within the financial statements as turnover and cost of sales.

Where appropriate, income received under the PFI contract in respect of services provided during the operational phase of the contract is deferred to future periods in order to match those elements of income with the costs to which they relate. The turnover and cost of sales are recorded in the profit and loss account in the period in which the relevant costs are incurred.

Transactions to which the company does not have access to all the significant benefits and risks are excluded from the financial statements.

##### **Finance debtor and interest receivable**

The company has elected to take the exemption under FRS 102 paragraph 35.10 (i) to continue to apply its previous accounting treatment in respect of Service Concession Arrangements entered into prior to the date of transition to FRS 102. The costs incurred in constructing the assets have been treated as a finance debtor. This treatment arose from applying the guidance within previous UK GAAP which indicated that the project's principal agreements transfer substantially all the risks and rewards relating to the property to the customer.

The finance debtor represents the costs arising on the construction of the assets including initial tender costs. During asset construction, finance debtor interest income is recognised on an accruals basis and is capitalised within the finance debtor receivable. Once the project reached its operational phase and was accepted by the customer a constant proportion of the planned net revenue arising from the project was allocated to remunerate the finance debtor. Imputed interest receivable is allocated to the finance debtor using a property specific rate to generate a constant rate of return over the life of the contract. Over the course of the contract term the finance debtor is expected to be fully repaid.

##### **Tax**

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis. Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

## **Haringey Schools Services Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)**

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

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. Cash balances are held in bank accounts which are subject to controls, exercised by the providers of the company's long term debt facilities, under the terms of its facility agreements.

##### **Financial Instruments**

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### ***(i) Financial assets***

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### ***(ii) Financial liabilities***

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

## **Haringey Schools Services Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)**

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

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### ***(iii) Offsetting***

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Called up 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.

##### **Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. The exemptions which the company has taken are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned.

#### **3 Critical accounting judgements and estimation uncertainty**

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

##### **Finance Debtor**

The company has elected to continue to apply its previous accounting treatment in respect of service concession arrangements entered into prior to the date of transition to FRS 102. This has resulted in the measurement of the finance debtor being different from that which would have resulted had the requirements of FRS 102 Section 34 been fully adopted. The accounting for service concession contracts and finance debtors requires estimation of service margins, finance debtors interest rates and associated amortisation profile which are based on the forecast results of the PFI contracts over the respective concession length. See notes 9 and 11 for the carrying value of the finance debtor.



## Haringey Schools Services Limited

### Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

#### 3 Critical accounting judgements and estimation uncertainty (continued)

##### Impairment of debtors

Management makes an estimate of the likely recoverable value of trade and other debtors by considering factors including the current credit rating, the ageing profile and the historic experience of the respective debtor. See notes 9 and 11 for the carrying value of the debtors.

##### Taxation

The assessment of the tax charge may include uncertain tax positions where the tax treatment has not yet been agreed with the taxation authorities. Management make an estimate of the taxation charge for the period and the value of balances, with reference to legislation, discussions with taxation authorities, advice from taxation advisors, and the determination of similar taxation cases.

Deferred tax is recognised at tax rates that are expected to be applicable when the timing differences reverse, to the extent that such rates have been substantially enacted. Given the phased reduction in future tax rates in the UK, the deferred tax asset or liability recognised is therefore dependent upon an estimate of the timing of such reversals.

#### 4 Turnover

The company has been engaged solely in continuing activities in a single class of business within the United Kingdom.

#### 5 Operating profit

The company had no employees, other than the directors, during the year (2017: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £48,320 (2017: £46,898) to the company in respect of these services.

The audit fee in respect of the company was £7,575 for the year (2017: £7,354).

#### 6 Interest receivable and similar income

	2018 £ 000	2017 £ 000
Imputed interest receivable on finance debtor	1,733	1,880
Interest income on bank deposits	1	2
	<u>1,734</u>	<u>1,882</u>

## Haringey Schools Services Limited

### Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

#### 7 Interest payable and similar charges

	2018 £ 000	2017 £ 000
Interest on bank borrowings	1,385	1,551
Other finance costs	16	16
Interest payable on loans from group undertakings	344	350
	<u>1,745</u>	<u>1,917</u>

#### 8 Tax on profit on ordinary activities

##### (a) Tax expense/(credit) included in profit or loss

	2018 £ 000	2017 £ 000
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	123	(245)
Arising from changes in tax rates and laws	-	6
Total deferred taxation	<u>123</u>	<u>(239)</u>

##### (b) Reconciliation of tax charge

The tax on profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK (2017: lower than the standard rate of corporation tax in the UK) of 19% (2017: 20%).

The differences are reconciled below:

	2018 £ 000	2017 £ 000
Profit on ordinary activities before taxation	<u>413</u>	<u>390</u>
Corporation tax at standard rate	78	78
(Over)/under provision	-	(424)
Expenses not deductible for tax purposes	59	58
Re-measurement of deferred tax - change in UK tax rates	<u>(14)</u>	<u>49</u>
Total tax charge/(credit)	<u>123</u>	<u>(239)</u>

##### (c) Tax rate changes

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements. From 1 April 2017, changes to the legislation in respect of the utilisation of carried forward tax losses and the restriction of interest deductions have come into force. Changes to the rules governing the treatment of hybrids were also adopted from 1 January 2017. We have therefore reviewed the impact of these changes, with the encompassed figures reflecting their implementation.

## Haringey Schools Services Limited

### Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

#### 9 Debtors: Amounts falling due after more than one year

	2018 £ 000	2017 £ 000
Finance debtor	18,628	20,744
Deferred tax assets	223	346
	<u>18,851</u>	<u>21,090</u>

#### 10 Deferred tax asset

	Deferred tax £ 000
At 1 April 2017	346
Additions dealt with in profit or loss	(123)
At 31 March 2018	<u>223</u>

The deferred tax asset consists of the following assets:

	2018 £ 000	2017 £ 000
Accelerated capital allowances	(868)	(1,026)
Other timing differences	(1,105)	(1,184)
Tax losses recognised	2,196	2,556
	<u>223</u>	<u>346</u>

The net deferred tax asset expected to reverse in the next 12 months is £131,954. This primarily relates to unwinding of tax losses.

#### 11 Debtors: Amounts falling due within one year

	2018 £ 000	2017 £ 000
Trade debtors	426	-
Finance debtor	2,116	1,957
Prepayments and accrued income	355	355
Total current trade and other debtors	<u>2,897</u>	<u>2,312</u>

# Haringey Schools Services Limited

## Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

### 12 Creditors

	Note	2018 £ 000	2017 £ 000
<b>Amounts falling due within one year</b>			
Senior debt	13	2,488	2,315
Subordinated debt	13	44	46
Other creditors including taxation and social security		205	205
Accruals and deferred income		9	5
		<u>2,746</u>	<u>2,571</u>
<b>Amounts falling due after more than one year</b>			
Senior debt	13	15,468	17,956
Subordinated debt	13	2,796	2,840
		<u>18,264</u>	<u>20,796</u>

### 13 Loans and borrowings

	2018 £ 000	2017 £ 000
<b>Loans and borrowings falling due within one year</b>		
Senior debt	2,488	2,315
Subordinated debt	44	46
	<u>2,532</u>	<u>2,361</u>
<b>Loans and borrowings falling due between one and five years</b>		
Senior debt	12,074	11,198
Subordinated debt	163	172
	<u>12,237</u>	<u>11,370</u>

## Haringey Schools Services Limited

### Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

#### 13 Loans and borrowings (continued)

	2018 £ 000	2017 £ 000
<b>Loans and borrowings falling due after more than five years</b>		
Senior debt	3,394	6,758
Subordinated debt	<u>2,633</u>	<u>2,668</u>
	<u>6,027</u>	<u>9,426</u>

The senior debt is repayable by March 2024, with principal payments having commenced in October 2003. The interest rate is fixed at a rate of 7.01% per annum. The senior debt is secured by way of a fixed charge over the finance debtor asset.

The subordinated loan notes are owed to fellow group undertakings, subordinated to the right of payment of senior debt providers, with an interest rate fixed at 12% per annum. The loan notes will be repaid over the 18 years following their issue and are unsecured.

#### 14 Called up share capital

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

	2018		2017	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	<u>516</u>	<u>516</u>	<u>516</u>	<u>516</u>

#### 15 Dividends

	2018 £ 000	2017 £ 000
Dividends paid - £0.1056 (2017: £nil) per ordinary share	<u>54</u>	<u>-</u>

#### 16 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

## **Haringey Schools Services Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)**

#### **17 Parent and ultimate parent undertaking**

The company's immediate parent is Semperian PPP Investment Partners No.2 Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited. These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.