

# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

**Registered Number 4212551**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2016**



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# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

**Registered Number 4212551**

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# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

Registered Number 4212551

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## **STRATEGIC REPORT**

The strategic report has been prepared for Schools Investment Company (IRL) Limited (the “Company”)

The Directors present their Strategic Report and Directors’ report on the affairs of the Company, which has been prepared in compliance with s414C of Companies Act 2006, together with the financial statements, for the year ended 31 March 2016

### **Principal activity, review of business and future developments**

The principal activity of the Company during the year under review was that of an investment holding company. The Directors expect the Company to continue this activity in the foreseeable future. The results for the year and financial position of the Company are as shown in the attached financial statements.

The Company has prepared financial statements for the year to 31 March 2016. The comparative period covers the period from 1 April 2014 to 31 March 2015. The Company’s financial statements have been prepared in accordance with Financial Reporting Standard 102 (“FRS 102”) issued by the Financial Reporting Council (“FRC”).

In accordance with FRS 102 section 9.9, subsidiaries that are held as part of an investment portfolio shall be measured at fair value with changes in fair value recognised in profit or loss. As the Company treats its equity investments as a homogenous investment portfolio, all subsidiaries are measured at fair value through profit and loss, as opposed to being consolidated on a line by line basis. As at 31 March 2016 the fair value of investments was £3,306,505 (2015: £2,398,467).

The Company made a profit before taxation of £908,362 in the year ended 31 March 2016 compared with loss before taxation of £533,347 in the year ended 31 March 2015.

### **Going concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The financial statements show net current assets of £677,056 (2015: £564,690) as at 31 March 2016.

### **Risk management**

Risk is managed on a group basis. This comprises identifying and evaluating the risks that the group faces and ensuring that appropriate controls and processes are in place to manage these risks. It also comprises responsibility for the oversight of the risk management process. An important part of the group risk management framework is to have documented policies and procedures in place.

The Directors of the Company are responsible for ensuring that the Company complies with the group’s risk management framework. Assurance as to the effectiveness of and compliance with the risk management framework and internal controls is provided by the Group’s risk management functions.

The Directors consider the risk management framework to be appropriate for a company of its size and complexity.

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

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## STRATEGIC REPORT (continued)

### Financial risk management

The Company is subject to a number of financial risks throughout its business, primarily credit risk and liquidity risk

#### *Credit risk*

Credit risk is the risk of financial loss if a counterparty fails to meet its obligations to repay outstanding amounts as they fall due. Credit risk arises principally from amounts owed to the Company from the companies it has interest in.

Appropriate credit checks are required to be made on all counterparties to the Company. The Company only deposits money with appropriately rated counterparties.

#### *Liquidity risk*

Liquidity risk is the risk that the Company may be unable to meet its payment obligations as they fall due or can only do so at a significantly high cost. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient funds to meet its liabilities when due.

### Key performance indicators

The key performance indicator for the Company is the net assets attributable to shareholders, as detailed on page 7 of the financial statements.

By order of the Board on 5/12/2016 and signed on its behalf by



K W Pickard  
Director

Registered Office  
12 Charles II Street  
London  
SW1Y 4QU  
Registered Number 4212551

# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

Registered Number 4212551

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## **DIRECTORS' REPORT**

### **Principal activities**

The Company acts as an investment holding company. No change in the Company's activities is anticipated. In accordance with Companies Act 2006 s414, further information regarding the Company's principal activity is found within the Strategic report on pages 1 to 2.

### **Results and dividends**

The Company's profit/loss for the year under review is as detailed in the statement of profit and loss shown in these accounts.

There are no dividends paid on Ordinary shares in respect of year ended 31 March 2016 (2015: £nil).

### **Directors**

The Directors who served during the year were as follows:

#### **Name**

A C Roper  
K W Pickard  
A E Kinghorn

The Articles of Association of the Company provide that in certain circumstances the Directors are entitled to be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities arising in connection with the performance of their functions, in accordance with the provisions of the UK Companies Act 2006. Indemnity provisions of this nature have been in place during the financial year but have not been utilised by the Directors.

### **Disclosure of Information to Auditor**

Each person who is a Director at the date of approval of this report confirms that so far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and the Directors have taken all 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 auditor is aware of that information.

### **Auditor**

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

### **Political contributions**

The Company made no political donations or incurred any political expenditure during the year.

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

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## DIRECTORS' REPORT (continued)

### Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The Directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

By order of the Board



K W Pickard

Director

5/12/2016

Registered Office  
12 Charles II Street  
London

SW1Y 4QU

Registered Number 4212551

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## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCHOOLS INVESTMENTS COMPANY (IRL) LIMITED**

We have audited the financial statements of Schools Investment Company (IRL) Limited for the year ended 31 March 2016 set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the 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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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 March 2016 and of its Profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and 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.



**William Meredith (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

15 Canada Square  
London, E14 5GL

5/12/2016

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## INCOME STATEMENT

for the year ended 31 March 2016

	Notes	Year ended 31 March 2016 Total £	Year ended 31 March 2015 Total £
Gain/(loss) on investments	10a	908,038	(544,503)
Dividend income		-	152,205
<b>Total operating income</b>		<b>908,038</b>	<b>(392,298)</b>
<b>Operating profit/(loss) for the year/period</b>		<b>908,038</b>	<b>(392,298)</b>
Interest payable and similar charges	4	(310,992)	(290,784)
Interest receivable and similar income	5	285,265	190,231
Foreign exchange gain/( loss)		26,051	(40,496)
<b>Profit/(loss) before tax</b>		<b>908,362</b>	<b>(533,347)</b>
Income tax (charge)/credit	9	(65)	29,620
<b>Profit/(loss) for the financial year/period</b>		<b>908,297</b>	<b>(503,727)</b>

The results of the Company are derived entirely from continuing operations

There are no recognised gains and losses other than the net income for the financial year

The notes form part of these financial statements



# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

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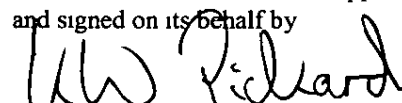
## STATEMENT OF FINANCIAL POSITION

as at 31 March 2016

		31 March 2016	31 March 2015
	Notes	£	£
<b>Non-current assets</b>			
Investments at fair value through profit or loss	10a	3,306,505	2,398,467
Investments in loanstock	10b	2,325,781	2,215,335
<b>Total non-current assets</b>		<b>5,632,286</b>	<b>4,613,802</b>
<b>Current assets</b>			
Debtors	11	99,915	95,800
Cash and cash equivalents		577,141	629,534
<b>Total current assets</b>		<b>677,056</b>	<b>725,334</b>
Creditors - amounts falling due within one year	12	-	(160,644)
<b>Net current assets</b>		<b>677,056</b>	<b>564,690</b>
Creditors - amounts falling due after more than one year	13	(2,584,339)	(2,361,786)
<b>Net assets</b>		<b>3,725,003</b>	<b>2,816,706</b>
<b>Equity</b>			
Called up share capital	14	283,260	283,260
Profit and loss account		3,441,743	2,533,446
<b>Equity shareholder's funds</b>		<b>3,725,003</b>	<b>2,816,706</b>

The notes form part of these financial statements

The financial statements were approved by the Board of Directors on 5/12/2016  
and signed on its behalf by



K W Pickard  
Director

Registered Number 4212551

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## STATEMENT OF CASH FLOWS for the year ended 31 March 2016

	Year ended 31 March 2016 £	Year ended 31 March 2015 £
<b>Net cash flows from operating activities</b>		
Profit/(loss) before tax	908,362	(533,347)
<i>Adjustments for</i>		
Interest receivable and similar income	(285,265)	(190,231)
Interest payable and similar charges	310,992	290,784
Gains on investments	(908,038)	544,503
Dividend income	-	(152,205)
Foreign exchange profit/(loss)	(26,051)	40,496
<b>Cash flows used in operating activities</b>	<b>-</b>	<b>-</b>
<b>Cash flows from investing activities</b>		
Interest received	271,298	292,729
Principal received	93,275	92,590
Dividends received	-	152,205
<b>Net cash from/(used) in investing activities</b>	<b>364,573</b>	<b>537,525</b>
<b>Cash flows from financing activities</b>		
Interest paid on loan notes	(444,809)	(394,290)
Group relief paid	(19,954)	(1,038)
<b>Net cash flows from financing activities</b>	<b>(464,763)</b>	<b>(395,328)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(100,190)</b>	<b>142,197</b>
Cash and cash equivalents at beginning of the year	629,534	543,200
Exchange gains / (loss) on cash	47,797	(55,863)
<b>Cash and cash equivalents at end of the year</b>	<b>577,141</b>	<b>629,534</b>

The notes form part of these financial statements

# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

Registered Number 4212551

## **STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2016**

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<b>For the year ended 31 March 2016</b>			
	Share capital £	Retained reserves £	Total equity £
Shareholders' equity at beginning of the year	283,260	2,533,446	2,816,706
Profit for the year	-	908,297	908,297
<b>Shareholders' equity at end of the year</b>	<b>283,260</b>	<b>3,441,743</b>	<b>3,725,003</b>

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<b>For the year ended 31 March 2015</b>			
	Share capital £	Retained reserves £	Total equity £
Shareholders' equity at beginning of the year	283,260	3,037,173	3,320,433
Loss for the year	-	(503,727)	(503,727)
<b>Shareholders' equity at end of the year</b>	<b>283,260</b>	<b>2,533,446</b>	<b>2,816,706</b>

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The notes form part of these financial statements

# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

Registered Number 4212551

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## **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2016**

### **1. General information**

Schools Investment Company (IRL) Limited is a Company limited by shares and incorporated and domiciled in the UK. The address of the Company is given in the Directors' Report on page 4. The nature of the Company's operations and its principal activities are set out in the Strategic Report on pages 1 to 2.

### **2. Key accounting policies**

#### **(a) Basis of preparation**

These financial statements were prepared in accordance with Financial Reporting Standard 102 in the UK and Republic of Ireland ("FRS 102") under historical cost convention, modified to include certain items at fair value.

Paragraph 15.9B of FRS 102 requires a venturer to measure its investments in jointly controlled entities held as part of an investment portfolio at fair value through profit or loss. This is a departure from the requirements of Schedule 1 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 to the 2006 Companies Act, which would have required measurement at cost or valuation through revaluation reserve. However, that would fail to give a true and fair view, because it is inconsistent with the reason for their measurement at fair value through profit or loss, which is that they are held as part of an investment portfolio. Accordingly, in order to give a true and fair view, Schedule 1 has been departed from and instead they have been included at fair value through profit or loss.

The functional and presentational currency of these financial statements is sterling.

The principal accounting policies are set out below.

#### **(b) Going concern**

The financial position of the Company, its liquidity position and borrowing facilities, as well as the Company's business activities and factors likely to affect its future development and position, are described in the Strategic Report on pages 1 to 2.

The Company and its subsidiaries have a long-term contract with government client. In addition, the subsidiaries' project-level financing is non-recourse to the Company. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, thus they adopt the going concern basis of accounting in preparing the annual financial statements.

# **SCHOOLS INVESTMENT COMPANY (IRL) LIMITED**

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## **NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016**

### **2. Key accounting policies (continued)**

#### **(c) Foreign currency**

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

#### **(d) Financial assets and liabilities**

In accordance with FRS 102 22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company, and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 2. Key accounting policies (continued)

#### (e) Basic financial instruments

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

##### *Investments in preference and ordinary shares*

Investments in equity instruments are measured initially at fair value with changes recognised in profit and loss. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

#### (f) Impairments

##### *Financial assets*

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognised in the profit and loss account. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost the reversal is recognised in the profit and loss account.

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

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## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 2. Key accounting policies (continued)

#### (g) Investment income

Interest income is recognised in the income statement as it accrues on a time-apportioned basis, using the effective interest rate of the instrument concerned as calculated on acquisition or origination date

Dividends are recognised when the Company's right to receive payment has been established

Gains on investments relates solely to the investments held at fair value

#### (h) Expenses

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy)

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis

#### (i) Income tax

The tax expense represents the sum of the tax currently payable and deferred tax

Current tax is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date

### 3. Financial instruments

#### *Risk Management*

The objective of the Company's financial risk management is to manage and control the risk exposures of its investment portfolio. The review and management of financial risks are delegated to InfraRed Capital Partners Limited, the appointed Operator of the Company's parent entity, Infrastructure Investments Limited Partnership. The Operator has documented procedures designed to identify, monitor and manage the financial risks to which the Company is exposed. This Note presents information about the Company's exposure to financial risks, its objectives, policies and processes for managing risk and the Company's management of its financial resources

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 3. Financial instruments (continued)

#### *Interest rate risk*

The Company invests in subordinated loanstock of project companies, usually with fixed interest rate coupons. Where floating rate debt is owned the primary risk is that the Company's cash flows will be subject to variation depending upon changes to base interest rates. The portfolio's cash flows are continually monitored and reforecasted both over the near future (five year time horizon) and the long-term (over whole period of projects' concessions) to analyse the cash flow returns from investments.

The Company has an indirect exposure to changes in interest rates through its investment in project companies, which are financed by senior debt. Senior debt financing of project companies is generally either through floating rate debt, fixed rate bonds or index linked bonds. Where senior debt is floating rate, the projects typically have concession length hedging arrangements in place, which are monitored by the project companies' managers, finance parties and boards of Directors. Floating rate debt is hedged using fixed floating interest rate swaps.

#### *Inflation risk*

The Company's project companies are generally structured so that contractual income and costs are either wholly or partially linked to specific inflation where possible to minimise the risks of mismatch between income and costs due to movements in inflation indexes. The Company's overall cashflows vary with inflation, although they are not directly correlated as not all flows are indexed. The effects of these inflation changes do not always immediately flow through to the Company's cashflows, particularly where a project's loanstock debt carries a fixed coupon and the inflation changes flow through by way of changes to dividends in future periods.

#### *Market risk*

Returns from the Company's investments are affected by the price at which they are acquired. The value of these investments will be a function of the discounted value of their expected future cash flows, and as such will vary with, inter alia, movements in interest rates, market prices and the competition for such assets.

#### *Currency risk*

The projects in which the Company invests, all conduct their business in the United Kingdom and pay loan interest, loan principal, dividends and fees in sterling other than its investments in Ireland, which conduct their business and pay their loan interest, loan principal, dividends, and fees in Euros.

The Company monitors its foreign exchange exposures using its near term and long term cash flow forecasts.

#### *Credit risk*

Credit risk is the risk that a counterparty of the Company will be unable or unwilling to meet a commitment that it has entered into with the Company.

The Company's key direct counterparties are the project companies in which it makes investments. The Company's near term cash flow forecasts are used to monitor the timing of cash receipts from project counterparties. Underlying the cash flow forecast are project company cash flow models, which are regularly updated by project companies, for the purposes of demonstrating the projects' ability to pay interest and dividends based on a set of detailed assumptions. Many of the Company's investment and subsidiary entities generally receive revenue from government departments, and public sector or local authority clients. Therefore a significant portion of the Company's investments' revenue is with counterparties of good financial standing.



# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 3. Financial instruments (continued)

The Company is also reliant on the project's subcontractors continuing to perform their service delivery obligations such that revenues to projects are not disrupted. Management of this risk is undertaken by the Operator of Infrastructure Investments Limited Partnership appointed by the General Partner. The credit standing of subcontractors is reviewed, and the risk of default estimated for each significant counterparty position. Monitoring is on-going, and period end positions are reported to the General Partner on a quarterly basis.

The Company is subject to credit risk on its loans, receivables, cash and deposits. The Company's cash and deposits are held with a variety of well-known banks. The credit quality of loans and receivables within the investment portfolio is based on the financial performance of the individual portfolio companies. For those assets that are not past due, it is believed that the risk of default is small and capital repayments and interest payments will be made in accordance with the agreed terms and conditions of the investment. Fair value adjustments, or "loan impairments", are made when the net present value of the future cash flows predicted to arise from the asset, discounted using the effective interest rate method, implies non-recovery of all or part of the Company's loan investment. In these cases a loan impairment is recorded equal to the valuation shortfall.

The Company's maximum exposure to credit risk over financial assets is the carrying value of those assets in the balance sheet. The Company does not hold any collateral as security.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as these fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient financial resources and liquidity to meet its liabilities when due. The Company ensures it maintains adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Company's investments are predominantly funded by share capital and medium term debt funding.

The Company's investments are generally in private companies in which there is no listed market and therefore such investment would take time to realise and there is no assurance that the valuations placed on the investments would be achieved from any such sale process.

The Company's investments have borrowings which rank senior to the Company's own investments into the companies. This senior debt is structured such that, under normal operating conditions, it will be repaid within the expected life of the projects. Debt raised by the investment companies from third parties is without recourse to the Company.

#### **Fair value estimation**

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments.

#### *Non-derivative financial instruments*

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses the income approach, which discounts the expected cash flows attributable to each asset at an appropriate rate to arrive at fair values. In determining the discount rate, regard is had to relevant long-term government bond yields, the specific risks of each investment and the evidence of recent transactions.

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 3. Financial instruments (continued)

#### Classification of financial instruments

	31 March 2016 £	31 March 2015 £
<b>Financial assets</b>		
Designated at fair value through profit or loss		
Investments	3,306,505	2,398,467
<b>Financial assets at fair value</b>	<b>3,306,505</b>	<b>2,398,467</b>
At amortised cost		
Debtors	99,915	95,800
Basic financial instruments	2,325,781	2,215,335
Cash and cash equivalents	577,141	629,534
<b>Financial assets at amortised cost</b>	<b>3,002,837</b>	<b>2,940,669</b>
<b>Financial liabilities</b>		
At amortised cost		
Loans and borrowings	2,584,339	2,522,430
<b>Financial liabilities at amortised cost</b>	<b>2,584,339</b>	<b>2,522,430</b>

The Directors believe that the carrying values of all financial instruments are not materially different to their fair values

### 4 Interest payable and similar charges

	Year ended 31 March 2016 Total £	Year ended 31 March 2015 Total £
Interest payable on loan from related parties	310,970	290,763
Bank charges	22	21
<b>Total interest payable and similar charges</b>	<b>310,992</b>	<b>290,784</b>

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 5. Interest receivable and similar income

	Year ended 31 March 2016 Total £	Year ended 31 March 2015 Total £
Interest receivable on loan to subsidiaries	285,265	190,231
<b>Total interest receivable and similar income</b>	<b>285,265</b>	<b>190,231</b>

### 6. Directors' remuneration

The Directors' emoluments are borne by a group undertaking. It is not practicable to allocate costs to the Company for the services performed by the Directors in relation to the Company.

### 7. Auditor's remuneration

The auditor's remuneration for the current financial year is estimated at £2,000 and has been borne by a group undertaking (2015: £3,000).

### 8. Employees

The Company had no employees during the financial year (2015: nil).

### 9a. Income tax

	Year ended 31 March 2016 Total £	Year ended 31 March 2015 Total £
Group and consortium relief (payable)/receivable	(65)	29,620
<b>Total income tax (charge)/ credit</b>	<b>(65)</b>	<b>29,620</b>

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Registered Number 4212551

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 9b. Reconciliation of effective tax rate

The charge for the year can be reconciled to the profit/loss before tax in the profit and loss account as follows

	Year ended 31 March 2016	Year ended 31 March 2015
	Total	Total
	£	£
<b>Profit/(loss) on ordinary activities before taxation</b>	<b>908,362</b>	<b>(533,347)</b>
Tax using the UK corporate rate of 20% (2015 21%)	181,672	(112,003)
Effects of		
Income not chargeable	(181,607)	82,383
<b>Total income tax credit/(charge) for the year</b>	<b>65</b>	<b>(29,620)</b>

### 9c. Factors affecting future current and total tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reduction to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015 and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly.

### 10a. Investments at fair value through profit and loss

	31 March 2016	31 March 2015
	£	£
Balance at beginning of the year	2,398,467	2,942,970
Gain/(loss) on investments	908,038	(544,503)
<b>Balance at end of the year</b>	<b>3,306,505</b>	<b>2,398,467</b>

Included within the gain on investments is an unrealised exchange gain of £0.3 million on the Company's Euro investments (2015: £0.3 million loss).

The Company's ultimate parent has carried out fair market valuations of the investments as at 31 March 2016. The Directors have satisfied themselves as to the methodology used, the discount rates applied, and the valuation. All investments in PFI/PPP/P3 projects are valued using a discounted cashflow methodology. The valuation techniques and methodologies have been applied consistently with the prior year. Discount rates applied by the HICL group range from 7.0% to 10.1% (weighted average of 7.5%) (2015: 7.4% to 10.5% (weighted average of 7.9%)).

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

Registered Number 4212551

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 10a. Investments at fair value through profit and loss (continued)

The following economic assumptions were used in the discounted cash flow valuations at 31 March 2016:

UK inflation rates	2.75%
Eurozone inflation rates	1.0% to March 2018 and 2.0% thereafter
UK deposit interest rates	1% to March 2020 and 2.5% thereafter
UK corporation tax rate	20% to March 2017, 19% to March 2020, 18% thereafter
Euro/Sterling exchange rate	0.79 for all future periods

### At 31 March 2015:

UK inflation rates	2.75%
Eurozone inflation rates	0.0% to March 2017 and 2.0% thereafter
UK deposit interest rates	1% to March 2019 and 3.0% thereafter
UK corporation tax rate	20%
Euro/Sterling exchange rate	0.72 for all future periods

### 10b. Investments in loanstock

	31 March 2016	31 March 2015
	£	£
Balance at beginning of the year	2,215,335	2,484,230
Foreign exchange movement – unrealised	203,721	(317,821)
Principal repayment	(93,275)	48,926
Balance at end of the year	2,325,781	2,215,335

### The Company's investment includes:

	Country of incorporation	Nature of Business	Percentage of shares held	
			31 March 2016	31 March 2015
Schools Public Private Partnership (Ireland) Limited	UK	Holding Company	50.0%	50.0%

### 11 Debtors

	Year ended 31 March 2016	Year ended 31 March 2015
	Total	Total
	£	£
Group relief receivable	29,555	29,620
Accrued interest from related party	70,360	66,180
	99,915	95,800

# SCHOOLS INVESTMENT COMPANY (IRL) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS (continued) for the year ended 31 March 2016

### 12. Creditors – amounts falling due within one year

	Year ended 31 March 2016	Year ended 31 March 2015
	Total	Total
	£	£
Accrued interest	-	141,319
Group relief payable	-	19,325
	-	160,644

### 13. Creditors – amounts falling due within more than one year

	Year ended 31 March 2016	Year ended 31 March 2015
	Total	Total
	£	£
Amount due to related parties	2,584,339	2,361,786
	2,584,339	2,361,786

### 14. Share capital

	Year ended 31 March 2016	Year ended 31 March 2015
	Total	Total
	£	£
Allotted, called up and fully paid:		
283,260 Ordinary shares of £1 each	283,260	283,260
Ordinary share of £1 each at end of the year	283,260	283,260

### 15. Controlling party

The Company's immediate parent Company is Infrastructure Investments (Portal) Limited Partnership (acting by its general partner, Infrastructure Investments (Portal) General Partner Limited), which is incorporated in England and Wales

The ultimate controlling party is HICL Infrastructure Company Limited, which is incorporated in Guernsey, Channel Islands and its accounts are available at East Wing, Trafalgar Court, Les Banques, St Peter Port, GY1 3PP, Guernsey