

**Company Registration Number: 04800336**

**Capital Meters Holdings Limited**

**Directors' report and Financial Statements**

**For the year ended 31 March 2007**



## **CAPITAL METERS HOLDINGS LIMITED**

### **Directors Report and Financial Statements For the year ended 31 March 2007**

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**CAPITAL METERS HOLDINGS LIMITED**

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**GENERAL INFORMATION****Directors**

C Chanter  
G Farrell  
J Wilson  
J Harvey  
M Gray

**Alternate Directors**

P Maher	(alternative to M Gray)
G Farrell	(alternative to J Wilson)
J Wilson	(alternative to G Farrell)

**Secretary**

R Tallentire

**Registered Office**

Level 30  
CityPoint  
1 Ropemaker Street  
London EC2Y 9HD

**Auditors**

PricewaterhouseCoopers LLP  
Abacus House  
Castle Park  
Cambridge  
CB3 0AN

**Company number:** 04800336

## **CAPITAL METERS HOLDINGS LIMITED**

### **DIRECTORS' REPORT**

The directors present their annual report and audited financial statements for Capital Meters Holdings Limited ('the Company') for the year ended 31 March 2007

### **REVIEW OF THE BUSINESS**

The principal activity of the company is to act as a holding company

The key risks associated with the company's investments are addressed within the subsidiary financial statements

### **RESULTS AND DIVIDENDS**

The profit for the year amounts to £108,050 (March 2006 £273,500) An interim dividend of £332,000 (2006 £nil) 30.4 pence per share (2006 nil) per share has been paid and no final dividend is proposed (2006 £nil)

### **DIRECTORS AND THEIR INTERESTS**

The directors holding office during the year were as follows

#### **Directors**

C Chanter  
G Farrell  
J Wilson  
J Harvey  
M Gray

#### **Alternate Directors**

P Maher	(alternative to M Gray)
G Farrell	(alternative to J Wilson, appointed 20 April 2006)
J Wilson	(alternative to G Farrell, appointed 20 April 2006)

None of the directors had an interest in any material contract with the Company during the year None of the directors held interests in shares of the Company during the year

### **AUDITORS**

Pursuant to Section 386 of the Companies Act 1985, an elective resolution was passed resolving that the Company dispense with the requirement to appoint auditors annually

**CAPITAL METERS HOLDINGS LIMITED**

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**DIRECTORS' REPORT (CONTINUED)****ANNUAL GENERAL MEETING**

The Company has dispensed with the obligation to hold an Annual General Meeting, as permitted under Section 366A of the Companies Act 1985

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

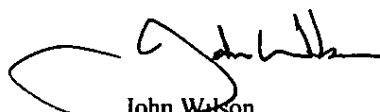
The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 March 2007 and that applicable accounting standards have been followed.

So far the Directors are aware, there is no relevant audit information of which the Company's Auditors are unaware.

The Directors have taken all the steps that ought to have been taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

Approved by the board of directors  
and signed on behalf of the board



John Wilson  
Director  
18 July 2007

## **CAPITAL METERS HOLDINGS LIMITED**

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### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CAPITAL METERS HOLDINGS LIMITED**

We have audited the financial statements of Capital Meters Holdings Limited for the year ended 31 March 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

#### **Respective responsibilities of directors and auditors**

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### **Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its profit and cash flows for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

*PricewaterhouseCoopers LLP*  
PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Cambridge

19<sup>th</sup> July 2007.

**CAPITAL METERS HOLDINGS LIMITED****PROFIT AND LOSS ACCOUNT**  
**For the year ended 31 March 2007**

	<i>Notes</i>	<b>Year ended 31 March 2007 £</b>	<b>Year ended 31 March 2006 £</b>
<b>OPERATING PROFIT</b>		-	-
Interest receivable and similar income	3	640,318	390,714
Interest payable and similar charges	4	<u>(485,961)</u>	<u>-</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		154,357	390,714
Tax on profit on ordinary activities	5	<u>(46,307)</u>	<u>(117,214)</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		108,050	273,500
Interim dividends paid 30.4 pence per share (2006 nil) per share		(332,000)	-
Transfer to reserves		<u>(223,950)</u>	<u>273,500</u>
<b>RETAINED PROFIT BROUGHT FORWARD</b>		<u>273,500</u>	<u>-</u>
<b>RETAINED PROFIT CARRIED FORWARD</b>		<u>49,550</u>	<u>273,500</u>

There are no material differences between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalent

The notes on pages 8 to 12 form part of these financial statements

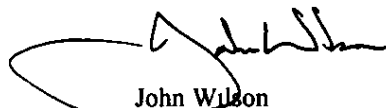
**CAPITAL METERS HOLDINGS LIMITED****BALANCE SHEET AS AT 31 March 2007**

	Notes	2007 £	2006 £
<b>FIXED ASSETS</b>			
Investment	6	<u>4,077,254</u>	<u>3,182,695</u>
		4,077,254	3,182,695
<b>CURRENT ASSETS</b>			
Debtors	7	<u>213,929</u>	<u>390,719</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	8	(164,374)	(117,214)
<b>NET CURRENT ASSETS</b>		<u>49,555</u>	<u>273,505</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>4,126,809</u>	<u>3,456,200</u>
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>	9	(2,851,952)	(2,387,023)
<b>TOTAL NET ASSETS</b>		<u><u>1,274,857</u></u>	<u><u>1,069,177</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	1,225,307	795,677
Profit and loss account		<u>49,550</u>	<u>273,500</u>
<b>SHAREHOLDERS' FUNDS</b>	11	<u><u>1,274,857</u></u>	<u><u>1,069,177</u></u>

The notes on pages 8 to 12 form part of these financial statements

These financial statements were approved by the board of directors on 18 July 2007

Signed on behalf of the board of directors



John Wilson  
Director



**CAPITAL METERS HOLDINGS LIMITED**


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**CASH FLOW STATEMENT**  
**FOR THE YEAR FROM ENDED 31 March 2007**

	<i>Notes</i>	<b>2007</b> £	<b>2006</b> £
<b>Reconciliation of operating profit to net cash flow from operating activities</b>			
Operating profit		-	-
<b>Net cash outflow from operating activities</b>		<u>-</u>	<u>-</u>
<b>Cash flow statement</b>			
Cash flow from operating activities		-	-
Returns on investments and servicing of finance		-	-
Capital expenditure and financial investment	12	(894,559)	(2,362,703)
Cash outflow before management of liquid resources and financing		<u>(894,559)</u>	<u>(2,362,703)</u>
Financing	12	894,569	2,362,703
<b>Increase in cash in the year</b>		<u>-</u>	<u>-</u>
<b>Reconciliation of net cash flow to movement in net debt</b>			
	13		
<b>Increase in cash in the year</b>		-	-
Change in net debt resulting from cash flows		(464,929)	(1,772,026)
<b>Movement in net debt in the year</b>		<u>(464,929)</u>	<u>(1,772,026)</u>
<b>Net debt at the start of the year</b>		(2,387,023)	(614,997)
<b>Net debt at the end of the year</b>		<u>(2,851,952)</u>	<u>(2,387,023)</u>

## **CAPITAL METERS HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1. ACCOUNTING POLICIES**

The financial statements have been prepared under the historical cost convention in accordance with Schedule 4 to the Companies Act 1985 and with applicable accounting standards

The particular policies adopted in the preparation of these financial statements and those of the previous year are described below as follows

##### **a. EXEMPTION FROM CONSOLIDATION**

The financial statements contain information about Capital Meters Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements. The Company and its subsidiary undertaking, Capital Meters Limited, are included by full consolidation in the consolidated financial statements of its ultimate parent, Macquarie Bank Limited, a company incorporated in Australia.

##### **b. FIXED ASSET INVESTMENTS**

Investments, including investments in subsidiary undertakings and other investments, are recorded at historical cost. Where the directors are of the opinion that there has been a permanent diminution in the value of investments, the carrying amount of such investments is written down to recoverable amount.

#### **2. DIRECTORS' REMUNERATION**

None of the directors of the Company received remuneration in their capacity as directors of the Company.

#### **3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>Year ended 31 March 2007 £</b>	<b>Period ended 31 March 2006 £</b>
Interest receivable from group undertakings	<b>640,318</b>	<b>390,714</b>
	<b>640,318</b>	<b>390,714</b>

#### **4. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>Year ended 31 March 2007 £</b>	<b>Year ended 31 March 2006 £</b>
Interest payable to associate companies	<b>99,592</b>	-
Interest payable to Group companies	<b>386,370</b>	-
	<b>485,962</b>	-

**CAPITAL METERS HOLDINGS LIMITED**

Notes (continued)

**5. TAX ON PROFIT ON ORDINARY ACTIVITIES**

Analysis of tax charge for the year

	Year ended 31 March 2007 £	Year ended 31 March 2006 £
Current tax		
UK corporation tax at 30%	-	-
Total current tax	-	-
Group Relief payable		
Current year	46,307	117,214
	46,307	117,214
Tax charge on profit on ordinary activities	46,307	117,214

**Factors affecting tax charge for the year**

The current taxation credit for the year ended 31 March 2007 is explained below

	Year ended 31 March 2007 £	Year ended 31 March 2006 £
Profit on ordinary activities before taxation	154,357	390,714
Current tax at 30%	46,307	117,214
Effects of		
Profits to be group relieved	46,307	117,214
Total current tax charge as above	-	-

**6. INVESTMENTS**

	Shares in Group undertakings	Loan to group undertakings	Total
Cost and Net Book Value	£	£	£
At 1 April 2006	50,000	3,132,695	3,182,695
Additions	-	1,718,524	1,718,524
Redemption of loan notes	-	(823,965)	(823,965)
At 31 March 2007	50,000	4,027,254	4,077,254

The Company owns 100% of the share capital of Capital Meters Limited (CML) being 50,000 ordinary shares of £1

**CAPITAL METERS HOLDINGS LIMITED**

Notes (continued)

**7. DEBTORS**

	31 March 2007	31 March 2006
	£	£
Amounts owed by group undertakings	213,929	390,719
	<u>213,929</u>	<u>390,719</u>

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31 March 2007	31 March 2006
	£	£
Group relief payable	163,521	117,214
Accruals	853	-
	<u>164,374</u>	<u>117,214</u>

**9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	31 March 2007	31 March 2006
	£	£
Other loans	2,851,952	2,387,023
	<u>2,851,952</u>	<u>2,387,023</u>

**Other Loans**

Other loans comprise subordinated unsecured variable rate perpetual loan notes issued to the shareholders. Subject to certain conditions the loan notes will bear interest up to 16.5% per annum.

**10. SHARE CAPITAL**

	31 March 2007	31 March 2006
	£	£
<b>AUTHORISED</b>		
3,333,334 A Ordinary shares of £1 each	3,333,334	3,333,334
3,333,333 B Ordinary shares of £1 each	3,333,333	3,333,333
3,333,333 C Ordinary shares of £1 each	3,333,333	3,333,333
	<u>10,000,000</u>	<u>10,000,000</u>
<b>ALLOTTED, CALLED UP AND FULLY PAID</b>		
490,123 (2006 318,271) A Ordinary shares of £1 each	490,123	318,271
490,123 (2006 318,271) B Ordinary shares of £1 each	490,123	318,271
245,061 (159,135) C Ordinary shares of £1 each	245,061	159,135
	<u>1,225,307</u>	<u>795,677</u>

**CAPITAL METERS HOLDINGS LIMITED****Notes (continued)**

A, B and C shares carry equal rights in all respects

During the year 171,852, 171,852 and 85,926 ordinary shares of Class A, B and C respectively were issued for cash. The nominal value of these shares was £429,630 and the consideration received was £429,630

**11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	31 March 2007 £	31 March 2006 £
Opening shareholders' funds	1,069,177	205,000
Shares issued	429,630	590,677
Retained profit for the financial year	(223,950)	273,500
Closing shareholders' funds	<u>1,274,857</u>	<u>1,069,177</u>

**12. ANALYSIS OF CASH FLOWS**

	Year ended 31 March 2007 £	Year ended 31 March 2007 £	Year ended 31 March 2006 £	Year ended 31 March 2006 £
<b>Capital expenditure and financial investment</b>				
Purchase of Loan notes in subsidiary undertaking	1,718,524		2,362,703	
Repayment of Loan notes in subsidiary undertaking	(823,965)		-	
		<u>894,559</u>		<u>2,362,703</u>
<b>Financing</b>				
Issue of ordinary share capital	429,630		590,677	
Proceeds from issuing shareholders loan notes	1,288,893		1,772,026	
Repayment of Loan notes at Par	(823,964)			
		<u>894,559</u>		<u>2,362,703</u>

**13. ANALYSIS OF NET DEBT**

	At beginning of year	Cash flow £	At end of year £
Debt due after one year	(2,387,023)	(464,929)	(2,851,952)
<b>Total</b>	<u>(2,387,023)</u>	<u>(464,929)</u>	<u>(2,851,952)</u>

**CAPITAL METERS HOLDINGS LIMITED**

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**Notes** *(continued)***14. ULTIMATE PARENT UNDERTAKING**

The Company is a subsidiary undertaking of Macquarie Bank Limited, a company incorporated in Australia

The largest and smallest group in which the results of the company are consolidated is headed by Macquarie Bank Limited, a company incorporated in Australia. The consolidated accounts for this group are available to the public and can be obtained from the Company Secretary, Level 15, No 1 Martin Place, Sydney, New South Wales, 2000 Australia