

# **SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

## **DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012**



**Registered Number 04923004**

---

**SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

---

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012**

<b>CONTENTS</b>	<b>Page</b>
Directors and advisors	1
Directors' report	2
Directors' responsibilities statement	3
Independent auditors' report to the members of Sirhowy Enterprise Way (Holdings) Limited	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 9

---

**SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

---

**DIRECTORS AND ADVISORS**

**Directors**

P Armstrong (resigned 20 July 2012)  
MJ Mercer-Deadman (resigned 25 January 2012)  
C H Dix (appointed 25 January 2012)  
N C Devoil (appointed 20 July 2012)

**Company secretary and registered office**

M Lewis  
1 Kingsway  
London  
WC2B 6AN

**Auditor**

Deloitte LLP  
Chartered Accountants  
London

**Solicitors**

CMS Cameron McKenna LLP  
Mitre House  
160 Aldersgate Street  
London  
EC14 4DD

**Principal bankers**

Lloyds TSB  
10 Gresham Street  
London  
EC2V 7AE

## SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

---

### DIRECTORS' REPORT

The Directors submit their Annual Report and the audited financial statements for the year ended 31 March 2012

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

The Company is wholly owned by JLIF Limited Partnership, the limited partner of which is JLIF LuxCo 2 Sàrl. The limited partner is a wholly owned subsidiary of the John Laing Infrastructure Fund Limited Group

### BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The principal activity of the Company is to act as the holding company of Sirhowy Enterprise Way Limited

There have not been any significant changes in the Company's principal activities in the year under review. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

Sirhowy Enterprise Way Limited, a subsidiary company, commenced construction of road improvements in Caerphilly on 21 January 2004. The road improvements were completed on 23 December 2005. Sirhowy Enterprise Way Limited will operate the road until the end of concession on 21 January 2034.

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. In reaching this conclusion, the Directors have specifically considered the Company's relationship with its immediate parent company. More information is provided in note 1 to the financial statements.

### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who is a Director at the date of approval of this report confirms that

- as far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of section 418 of the Companies Act 2006.

### DIRECTORS

The Directors who served throughout the year, except as noted, are shown on page 1.

### EMPLOYEES

Details of the number of employees and related costs can be found in note 4 to the financial statements on page 8.

### AUDITOR

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an AGM.

On behalf of the Board



C H Dix  
Director

14 August 2012

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent, 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 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

We have audited the financial statements of Sirhowy Enterprise Way (Holdings) Limited for the year ended 31 March 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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, 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 (APB's) Ethical Standards for Auditors.

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report.



Jacqueline Holden FCA (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom  
14 August 2012

---

**SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

---

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 MARCH 2012**

	Notes	2012 £'000	2011 £'000
Income from shares in subsidiary undertaking	5	<u>142</u>	<u>339</u>
<b>Profit on ordinary activities before interest</b>		<b>142</b>	<b>339</b>
<b>Profit on ordinary activities before taxation</b>		<u>142</u>	<u>339</u>
Tax on profit on ordinary activities	6	-	-
<b>Profit for the financial year</b>	10	<u><b>142</b></u>	<u><b>339</b></u>

A reconciliation of movements in shareholder's funds is given in note 11

All items in the profit and loss account relate to continuing operations

There is no material difference between the results stated in the profit and loss account and their historical cost equivalents

All gains and losses are recognised in the profit and loss account in both the current and preceding year, and therefore no separate statement of total recognised gains and losses has been presented

**SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED**

---

**BALANCE SHEET AS AT 31 MARCH 2012**

	Notes	2012 £'000	2011 £'000
<b>Fixed assets</b>			
Investments	8	50	50
<b>Net assets</b>		<u>50</u>	<u>50</u>
<b>Capital and reserves</b>			
Called up share capital	9	50	50
<b>Shareholder's funds</b>	11	<u>50</u>	<u>50</u>

The financial statements of Sirhowy Enterprise Way (Holdings) Limited, registered number 04923004, were approved by the Board of Directors and authorised for issue on August 2012. They were signed on its behalf by



C H Dix  
Director

14 August 2012



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

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal accounting policies adopted by the Directors, which have been applied consistently, is shown below.

The Company is a wholly owned subsidiary undertaking of John Laing Infrastructure Fund Limited and as such is exempt under FRS1 (revised 1996) from the requirement to prepare its own cashflow statement.

As a wholly owned subsidiary undertaking the Company is also exempt under section 400 of the Companies Act 2006 from any requirement to prepare consolidated financial statements for its group. Accordingly, the financial statements present information about the Company as an individual undertaking, and the results of subsidiary and joint ventures are reflected in these accounts only to the extent that dividends have been declared.

The Company exists to hold investments in its subsidiary that provides services under certain private finance agreements. The subsidiary is set up as a Special Purpose Company under non-recourse arrangements and therefore the Company has limited its exposure to the liabilities. In the event of default of the subsidiary, the exposure is limited to the extent of the investment it has made. Having reviewed the Company's investment portfolio including the associated future cash requirements and forecast receipts, the Directors are satisfied that they have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

b) Investments

Fixed asset investments are shown at cost less provision for impairment. Income from investments is included in the profit and loss account as declared.

c) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

In accordance with FRS19 'Deferred Tax', deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events 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. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

There was no tax charge in the current or prior year.

# SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

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

### 2 OPERATING RESULTS

Fees payable to the Company's auditor for the audit of the Company's annual accounts of £2,500 (2011 - £2,245) is borne by Sirhowy Enterprise Way Limited

### 3 DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current or prior year. The Company is managed by secondees from the shareholders under a management services contract.

### 4 STAFF NUMBERS

The Company had no employees during the current year or preceding period.

### 5 INCOME FROM SHARES IN SUBSIDIARY UNDERTAKING

	2012 £'000	2011 £'000
Dividend from shares in subsidiary undertaking	142	339

### 6 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation	142	339
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2011 - 28%)	(37)	(95)
<b>Effects of</b>		
Non-taxable UK dividends received	37	95
<b>Total current tax for the year</b>	-	-

### 7 DIVIDENDS

	2012 £'000	2011 £'000
The following have been paid during the year		
Equity shares		
- Interim and final dividend paid of £0.03 (2011 - £0.07) per share	(142)	(339)

### 8 INVESTMENTS

	Subsidiary undertaking
<b>Cost</b>	<b>Total £'000</b>
At 1 April 2011	50
At 31 March 2012	50
<b>Net book value</b>	
At 31 March 2012	50
At 31 March 2011	50

# SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

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

### Note 8 - INVESTMENTS (Continued)

The sole investment is a 100% interest in Sirhowy Enterprise Way Limited, which is incorporated in Great Britain, registered in England and Wales and its principal activity is to design, build, finance and operate a road in accordance with an agreement with Caerphilly County Borough Council

In the opinion of the Directors the aggregate value of the investment in the subsidiary undertaking is not less than the amount stated in the balance sheet

### 9 CALLED UP SHARE CAPITAL

	2012 £'000	2011 £'000
Allotted, called up and fully paid 50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>

### 10 MOVEMENT IN RESERVES

	Profit and loss account £'000
At 1 April 2011	-
Profit for the financial year	142
Dividends paid on equity shares (note 7)	<u>(142)</u>
At 31 March 2012	<u>-</u>

### 11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2012 £'000	2011 £'000
Profit for the financial year	142	339
Dividends paid on equity shares (note 7)	<u>(142)</u>	<u>(339)</u>
Opening shareholder's funds	50	50
Closing shareholder's funds	<u>50</u>	<u>50</u>

### 12 TRANSACTIONS WITH RELATED PARTIES

As a wholly owned subsidiary of John Laing Infrastructure Fund Limited, the Company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with other undertakings within the John Laing Infrastructure Group. Note 13 gives details of how to obtain a copy of the published financial statements of John Laing Infrastructure Fund Limited

### 13 ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is the the JLIF Limited Partnership, a limited partnership established in England under the Limited Partnership Act 1907

The smallest and largest group in which its results are consolidated is John Laing Infrastructure Fund Limited, a company incorporated in Guernsey. Copies of the consolidated accounts of John Laing Infrastructure Fund Limited are available from the Company's website [www.jlif.com](http://www.jlif.com)

The Company's ultimate parent and controlling entity is John Laing Infrastructure Fund Limited, a company incorporated in Guernsey