

Company Registration Number 4999392

Utiylx Risk Management Limited

Report and Financial Statements

Year ended 31 March 2013

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UTILYX RISK MANAGEMENT LIMITED

REPORT AND FINANCIAL STATEMENTS

Year ended 31 March 2013

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UTILYX RISK MANAGEMENT LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Stokes
J I Clarke
J L Butlin
R J Wall

SECRETARY

MITIE Company Secretarial Services Limited

REGISTERED OFFICE

8 Monarch Court
The Brooms
Emersons Green
Bristol
BS16 7FH

BANKERS

Barclays Bank
1 Churchill Lane
Canary Wharf
London
E14 5HP

AUDITOR

Deloitte LLP
2 New Street Square
London, EC4A 3BZ

UTILYX RISK MANAGEMENT LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements for Utylx Risk Management Limited ("the Company") for the year ended 31 March 2013

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 period. In preparing these financial statements, the directors are required to

- Select suitable accounting policies and then apply them consistently,
- Make judgements and accounting estimates that are reasonable and prudent,
- State whether applicable United Kingdom 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 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.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company was established to provide customers with a way to manage their energy risk when it is advantageous to them to manage their risk by using financial instruments. The Company provides advice on swaps, call options and other derivative instruments.

KEY PERFORMANCE INDICATORS

The Group manages its operations on a divisional basis. For this reason, the company's directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £23,000 (2012: Loss of £14,000 for 10 months). Prior year comparatives were for a 10 month period due to the alignment of accounting reference date to MITIE Group reporting date following acquisition of the company by the said group.

Dividends for each share class were declared as follows:

Ordinary Shares: No Dividend (2012: Nil)

DIRECTORS' REPORT (continued)

PRINCIPAL RISKS AND UNCERTAINTIES

We have an established risk management and corporate governance framework for identifying, evaluating and managing significant risks faced by MITIE. We recognise that risks and uncertainties offer the potential for both upside and downside changes within our business. We employ internal and external specialists to manage our risk profile and regularly review our system of internal control to ensure that risks are appropriately identified and addressed.

Our principal risks and uncertainties are as detailed on pages 38 and 40 in MITIE's 2013 Annual Report, a copy of which is available on our website at www.mitie.com.

FINANCIAL RISK MANAGEMENT

The directors have reviewed the financial risk management objectives and policies of the company. The directors do not believe there to be significant risks in this area. The company does not enter into any hedging instruments, as there are not believed to be any material exposures. It does not enter into any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall MITIE Group PLC financing arrangements.

GOING CONCERN

The company was profitable in the year. The directors have considered the forecast and budgeted profit and associated cash flows for the foreseeable future, being the period not less than 12 months from the date of signing of these financial statements. The directors have considered the facilities available to the entity and believe that they can operate within the facilities available for the period of the cash flow forecast. Accordingly, the directors consider it appropriate to adopt the going concern basis in the preparation of the company's financial statements.

PAYMENT POLICY

The company's policy is to comply with the terms of payment agreed with a supplier. Where terms are not negotiated, the company endeavours to adhere with the supplier's standard terms.

ENVIRONMENT

MITIE Group PLC and its subsidiaries endeavour to identify, monitor and manage the impact of their activities on the environment and are fully committed to environmental accountability and protection. The company operates in accordance with Group policies, which are described in the Group's annual report which does not form part of this report.

EMPLOYEES

The company recognises the importance of good communications and employee relationships. In each company there is a relationship between the Chief Executive of MITIE Group PLC and individual employees in the company. In these conditions, complex consultative procedures are seldom required to ensure that there is an understanding of the purpose of the business and the commercial realities of success. Employees are encouraged to become shareholders through the Savings Related Share Option Scheme.

DIRECTORS' REPORT (continued)

DIRECTORS

The directors during the year and subsequently were as follows

C S Bowden (Resigned 6th August 2012)

M Holt (Resigned 30th September 2012)

J L Butlin (Appointed 13th September 2012)

J Stokes

J I Clarke

R J Wall (Appointed 13th September 2012)

CHARITABLE AND POLITICAL DONATIONS

No donations were made in the year (2012 Nil)

AUDITOR

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

- so 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/herself 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 provisions of s418 of the Companies Act 2006

Deloitte LLP has indicated its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditor in the absence of an Annual General Meeting

Approved by the Board and signed on its behalf by



R J Wall

Director

22 July 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UTILYX RISK MANAGEMENT LIMITED

We have audited the financial statements of Utiylx Risk Management Limited for the year ended 31 March 2013 which comprise Profit and Loss Account, Balance Sheet and the related notes 1 to 14. 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 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 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 2013 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.


Judith Tacon (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

22 July 2013

UTILYX RISK MANAGEMENT LIMITED
PROFIT AND LOSS ACCOUNT
Year ended 31 March 2013

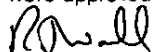
			10 months ended 31 March
	Note	2013 £'000	2012 £'000
TURNOVER	1	49	-
Cost of sales		-	-
GROSS PROFIT		49	-
Administration expense		(22)	(14)
OPERATING PROFIT/(LOSS)	2	27	(14)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION		27	(14)
Interest receivable and similar income	3	2	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		29	(14)
Tax charge on profit/(loss) on ordinary activities	4	(6)	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	8	23	(14)

The results for the period are wholly attributable to the continuing operations of the company. There are no recognised gains and losses for the current and preceding financial year other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

UTILYX RISK MANAGEMENT LIMITED
BALANCE SHEET
As at 31 March 2013

	Note	2013 £'000	2012 £'000
CURRENT ASSETS			
Debtors			
- due within one year	5	53	24
Cash at bank and in hand		<u>147</u>	<u>147</u>
		200	171
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	6	<u>(6)</u>	<u>-</u>
NET CURRENT ASSETS		<u>194</u>	<u>171</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		194	171
NET ASSETS		<u>194</u>	<u>171</u>
SHARE CAPITAL AND RESERVES			
Called up share capital	7	200	200
Profit and loss account	8	(6)	(29)
SHAREHOLDERS' FUNDS	9	<u>194</u>	<u>171</u>

The financial statements of Utiylx Risk Management Limited company registered number 4999392, were approved by the board on and authorised for issue on



R J Wall
Director

22 July 2013

UTILYX RISK MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current year and the prior financial period, are described below.

Going concern

Details regarding the directors' consideration of going concern are given in the going concern section of the directors' report.

Turnover

Turnover represents the total, excluding sales taxes, receivable in respect of services supplied. All turnover arises within the United Kingdom, from the company's principal activity. Revenue is recognised as services are delivered.

Group accounts

Consolidated group accounts are not prepared as the group has taken advantage of the exemption from this requirement, conferred by Financial Reporting Standard 2, on the grounds that its accounts are consolidated in the larger group of MITIE Group PLC. Accordingly, the financial statements present information about the company as an entity and not as a group.

Cash flow statement

The company has taken the exemption from the requirement to prepare a cash flow statement, as it is included within the consolidated financial statements of MITIE Group PLC and greater than 90% of the voting rights of the company are held by MITIE Group PLC.

2 OPERATING PROFIT/(LOSS)

Audit fees of nil (2012: nil) were borne by Utilyx Limited and not recharged.

The company has taken the exemption available to it not to disclose separately information about fees for non-audit services provided to the company as this information is available in the consolidated financial statements of MITIE Group PLC.

3 INTEREST

		10 months ended 31 March
Interest receivable and similar income	2013 £'000	2012 £'000
Bank interest	<u>2</u>	<u>-</u>
	<u>2</u>	<u>-</u>

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

		10 months ended 31 March
(a) Analysis of charge in the year	2013 £'000	2012 £'000
United Kingdom corporation tax 24% (2012: 26%)	<u>6</u>	<u>-</u>
Total current tax (Note 4(b))	<u>6</u>	<u>-</u>
Deferred taxation		
Timing differences - origination and reversal	<u>-</u>	<u>-</u>
Tax on profit on ordinary activities	<u>6</u>	<u>-</u>

UTILYX RISK MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting tax charge in the year

The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK of 24% (2012 26%). The differences are as follows

		10 months ended 31 March 2012 £'000
	2013 £'000	
Profit/(loss) on ordinary activities before tax	<u>29</u>	<u>(14)</u>
	£'000	£'000
Tax at 24% (2012 26%) thereon	7	(4)
Utilisation of tax losses	(1)	-
Tax losses not recognised	-	4
Current tax charge for the year (Note 4(a))	<u>6</u>	<u>-</u>
5 DEBTORS		
	2013 £'000	2012 £'000
Amounts falling due within one year	53	24
Amounts owed by Group undertakings	<u>53</u>	<u>24</u>
6 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2013 £'000	2012 £'000
Corporation tax	6	-
	<u>6</u>	<u>-</u>
7 CALLED UP SHARE CAPITAL		
	2013 £'000	2012 £'000
Allotted, called up and fully paid share capital		
200,000 £1 Ordinary Shares	200	200
	<u>200</u>	<u>200</u>
8 RESERVES		
	Profit and loss account £'000	
At 1 April 2012	(29)	
Profit for the financial year	23	
At 31 March 2013	<u>(6)</u>	

UTILYX RISK MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2013

9 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

		10 months ended 31 March
	2013 £'000	2012 £'000
Profit/(Loss) for the financial year	23	(14)
Net addition to/(reduction in) shareholders' funds	23	(14)
Opening shareholders' funds	171	185
Closing shareholders' funds	194	171

10 FINANCIAL COMMITMENTS

The company had no commitments in respect of operating leases at the end of the current or prior year

Commitments on behalf of group undertakings

The company is not party with other group undertakings to cross guarantees of each other's bank overdrafts

Capital commitments

The company did not have any outstanding capital commitments that were not provided for at the end of the current or prior year

11 DIRECTORS

The following directors are also directors or employees of another group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as directors of this company and as directors or employees of other group companies

C S Bowden	Utilyx Limited
M Holt	MITIE Technical Facilities Management Ltd
J L Butlin	Utilyx Limited
J Stokes	Utilyx Limited
J I Clarke	MITIE Technical Facilities Management Ltd
R J Wall	Utilyx Limited

12 EMPLOYEES

There were no persons employed by the company during the financial year (2012: nil)

13 RELATED PARTY TRANSACTIONS

The company has taken the exemption available under FRS 8 not to disclose transactions with other wholly-owned subsidiaries of MITIE Group PLC. There were no transactions with entities other than members of MITIE Group PLC which require disclosure under FRS 8

14 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Utilyx Holdings Ltd is the immediate controlling party and the directors regard MITIE Group PLC, a company registered in Scotland, as the ultimate parent company and controlling party

MITIE Group PLC is the largest and smallest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office