Registered no: 02228533 (England & Wales)

Thames Water Pension Trustees Limited

Annual report and financial statements
For the year ended 31 March 2018



Contents

	Page
Directors and advisors	3
Directors' report	4
Statement of Directors' responsibilities in respect of the annual report and financial statements	6
Income statement	7
Statement of financial position	8
Statement of changes in equity	9
Accounting policies	10
Notes to the financial statements	12

Directors and advisors

Directors

Capital Cranfield Pension Trustees Limited
G Chant
R Harrison
S Smith
T Lewis (appointed 02 October 2017)
A Yorston

Company Secretary and registered office

D Hughes
Clearwater Court
Vastern Road
Reading
Berkshire
RG1 8DB

Directors' report

The Directors present their annual report and the unaudited financial statements of Thames Water Pension Trustees Limited ("the Company") for the year ended 31 March 2018. The Directors consider that the annual report and financial statements, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's performance and strategy.

The Directors have exercised exemption under section 414B(b) of the Companies Act 2006 from the requirements to prepare a strategic report on the grounds that, other than being part of an ineligible group, the Company is otherwise entitled to apply the small companies' regime.

The registered number of the Company is 02228533.

Directors

The Directors who held office during the year ended 31 March 2018 and to the date of this report were:

Capital Cranfield Pension Trustees Limited
G Chant
R Harrison
S Ledger (resigned 29 September 2017)
S Smith
T Lewis (appointed 2 October 2017)
A Yorston

Review of business

The Company has not traded during the current or preceding financial year. During these years the Company has received no income and incurred no expenditure, and consequently has made neither profit nor loss in either year. Consequently the Directors have determined that the net assets or liabilities are the most appropriate key performance indicator of an understanding of the development and position of the Company. As at 31 March 2018 the Company had net assets of £2 (2016: £2) which is in line with expectations. On this basis, the Directors have no concerns regarding the performance or position of the Company.

Future outlook

The Company is expected to continue to act as an intermediate holding company within the Group for the foreseeable future.

The Company has been dormant, as defined in section 480 of the Companies Act 2006, throughout the current and preceding financial year. It is not currently anticipated that the Company will trade in the future.

Dividends

The Company has paid no dividends during either the current or preceding financial year and the Directors do not recommend payment of a final dividend (2017: £nil).

Financial risk management

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The principal risks of the Group are disclosed in the financial statements of the ultimate controlling parent Kemble Water Holdings Limited ("KWH") Group. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's annual report which does not form part of this report. The Group's annual report is available from the address shown in the notes to the financial statements.

Based on the nature of the Company and its lack of any trading or financing operations, the Company is not deemed to be exposed to any significant risks or uncertainties.

Directors' report (continued)

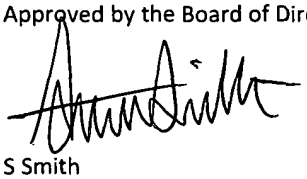
Political and charitable donations

No political or charitable donations were made by the Company during the year (2017: £nil).

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its Directors (which extend to the performance of any duties as Director of any associated company) and these remain in force at the date of this report.

Approved by the Board of Directors on 05 November 2018 and signed on its behalf by



S Smith
Director

Clearwater Court
Vastern Road
Reading
Berkshire
RG1 8DB

Statement of Directors' responsibilities in respect of the annual report and financial statements

The Directors are responsible for preparing the Directors Report and the financial statements in accordance with applicable UK 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 *The Financial Standard Applicable in the UK and Republic of Ireland* ("FRS 102").

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 United Kingdom Accounting Standards, including FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Income statement

For the year ended 31 March 2018

During the current and preceding financial year, the Company did not trade, received no income and incurred no expenditure. Consequently, during these years the Company made neither a profit nor a loss, therefore, no income statement has been presented.

The Company has no recognised gains or losses in either year and therefore no separate statement of comprehensive income has been presented.

The accounting policies and notes on pages 10 to 13 are an integral part of these financial statements.

Statement of financial position

As at 31 March 2018

	Note	2018 £	2017 £
Current assets			
Trade and other receivables	2	**2**	2
Net assets		**2**	2
Equity			
Share capital	3	**2**	2
Total equity		**2**	2

For the year ended 31 March 2018, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006. No members have required the Company to obtain an audit of its financial statements for the period in question in accordance with section 476.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The accounting policies and notes on pages 10 to 13 are an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 05 November 2018 and signed on its behalf by:

S Smith
Director

Registered number: 02228533 (England & Wales)

Statement of changes in equity

For the year ended 31 March

	Share capital £	**Total equity £**
At 1 April 2016	2	**2**
At 31 March 2017	2	**2**
At 31 March 2018	2	**2**

The accounting policies and notes on pages 10 to 13 are an integral part of these financial statements.

Accounting policies

The following accounting policies have been adopted in the preparation of these financial statements. They have been applied consistently in dealing with items which are considered material, except as noted below:

General information

Thames Water Pension Trustees Limited ("the Company") is a company incorporated in England & Wales and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is Clearwater Court, Vastern Road, Reading, RG1 8DB.

The Company's principal activity is that of an intermediate holding company in the Kemble Water Holdings Limited Group of companies ("the Group"), and remains unchanged from the previous year.

Basis of Preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006 and on a going concern basis. The presentation currency of these financial statements is sterling.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company's ultimate parent undertaking, Kemble Water Holdings Limited ("KWH") includes the Company in its consolidated financial statements. The consolidated financial statements of KWH are prepared in accordance with EU adopted IFRSs and are available to the public and may be obtained from the Company Secretarial Department, Thames Water Group, Clearwater Court, Vastern Road, Reading, Berkshire, RG1 8DB. In these financial statements the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash flow statement and related notes; and
- Key management personnel compensation.

As the consolidated financial statements of KWH include the equivalent disclosures, the Company has also taken exemptions under FRS 102 available in respect of the disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Going Concern

The Directors have adopted the going concern basis in preparing these financial statements based upon a review of the Company's budget, the Group's budget and strategic plan, together with the cash and committed borrowing facilities available to both the Company and Group.

Accounting policies (continued)

Non-derivative financial instruments

A financial instrument is any contract that gives rise to a financial asset in one entity and a financial liability or equity instrument in another entity. Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, and interest bearing borrowings.

Trade and other receivables

Trade and other receivables are measured at fair value on initial recognition. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If there is objective evidence that the asset is impaired it is written down to its recoverable amount and the irrecoverable amount is recognised as an expense within operating costs. Debt is only written off after all available economic options for collecting the debt have been exhausted and the debt has been deemed to be uncollectable. This may be because the debt is considered to be impossible, impractical, inefficient or uneconomic to collect, and is assessed by management on a case-by-case basis.

Impairment of financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at each financial reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset and can be measured reliably.

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 asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment is reversed through the income statement.

Trade receivables that are assessed not to be impaired individually are assessed collectively for impairment by reference to the Company's historical collection experience.

De-recognition of financial instruments

A financial asset is de-recognised when the rights to receive cash flows from the asset have expired.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Dividends

Dividends unpaid at the financial reporting date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. This occurs when the shareholders right to receive the payment has been established. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Significant accounting judgements and key sources of estimation uncertainty

The Directors do not consider there to be any critical judgements in applying accounting policies that have a significant effect on the amounts recognised in the current and future financial statements of the Company.

Notes to the financial statements

1. Employees and Directors

Employees

The Company had no employees during the year (2017: none).

Directors

No emoluments were paid in respect of their roles as Directors of the Company (2017: £nil) and there are no retirement benefits accruing in either year. Aggregate emoluments for the Group are disclosed in the financial statements of the ultimate parent company.

2. Trade and other receivables

	2018 £	2017 £
Amounts receivable from group undertakings	2	2
Total	2	2

Amounts receivable from group undertakings are interest free, repayable on demand and unsecured. The Directors have reviewed the carrying value of the trade and other receivables and do not consider any impairment to be required.

3. Called up share capital

	2018 £	2017 £
Allotted, called up and fully paid:		
2 ordinary shares of £1 each (2017: £1)	2	2

The Company has one class of ordinary share which carries no right to fixed income. The holders of ordinary shares are entitled to receive dividends as declared and are entitled to one vote per share at meetings of the Company.

4. Related parties

The related parties of the Company are the parent and other subsidiary entities forming part of the Kemble Water Holdings Limited group of companies. During both the current and preceding financial year the Company has not traded and has received no income and incurred no expenditure. Consequently there has been no services provided to or by the Company during the year with entities that are related to it.

Amounts outstanding at the balance sheet date with entities that are related to the Company represent intercompany loan balances which have been disclosed separately in the notes to these financial statements. The amounts outstanding are unsecured and will be settled in a form other than cash. No guarantees have been given or received and no provisions have been made for doubtful debts in respect of amounts owed by related parties.

Notes to the financial statements (continued)

5. Ultimate parent company and parent company of larger group

The immediate parent company of Thames Water Pension Trustees Limited is Thames Water Limited which owns all the ordinary shares of the issued share capital of the Company.

Kemble Water Finance Limited, a company incorporated in the United Kingdom, is the smallest group to consolidate these financial statements.

The Directors consider the ultimate parent company and controlling party to be Kemble Water Holdings Limited, a company incorporated in the United Kingdom and largest group to consolidate these financial statements. Copies of the accounts of all of the above companies may be obtained from The Company Secretary's Office, Thames Water Group, Clearwater Court, Vastern Road, Reading, Berkshire, RG1 8DB.