Company registered number: 3205246

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UNIVERSITY OF WARWICK SCIENCE PARK INNOVATION CENTRE LIMITED

Annual report and financial statements for the year ended 30 September 2009

Annual report and financial statements for the year ended 30 September 2009

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Officers and professional advisers for the year ended 30 September 2009

Directors

Councillor M J Jones Dr I D Nussey Professor S B Palmer Mr N J Sanders Professor N J Thrift Mr P Daffern

(appointed 30 09 09)

Secretary

Mr D C Grindrod

Registered Office

The Venture Centre Sır Williams Lyons Road Coventry CV4 7EZ

Bankers

Barclays Bank pic University of Warwick Branch University of Warwick Coventry CV4 7AL

Solicitors

Martineau No 1 Colmore Square Birmingham B4 6AA Flint Bishop Solicitors The Atrium 20 Wollaton Street Nottingham NG1 5FW

Auditors

Deloitte LLP Chartered Accountants Four Brindleyplace Birmingham B1 2HZ

Directors' report

for the year ended 30 September 2009

The directors present their annual report and the audited financial statements for the year ended 30 September 2009

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

Principal Activities

The University of Warwick Science Park Innovation Centre owns and lets its building on the Warwick Technology Park to SME's engaged in high technology businesses. The University of Warwick Science Park Limited manages the building on behalf of the company and acts as a focus of technology and information exchange between tenants and the University, whilst giving tenants additional access to the various business development projects and initiatives carried out on the University of Warwick Science Park main site

Business review

During the financial year the occupancy level of the building has averaged 88% (2008–94%). The fall in occupancy was occasioned by downsizing and business failures exceeding new occupation as a result of the recession. Overall interest in units within the building from potential new tenants remains good. The profit for the year before taxation amounted to £224,768 (2008–£281,094) and the profit after taxation to £160,910 (2008–£198,672).

Going concern

Income and future cash flows will continue to be derived from the company's principal activities. The directors believe that the company is well placed to manage its business risks despite the current uncertain economic outlook. The directors have also considered the working capital requirements for a period of 12 months from the date of this report and have 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 annual report and accounts.

Financial risk management objectives and policies

The directors have reviewed the financial risk management objectives and policies of the company. The company does not as a regular policy enter into hedging instruments or derivatives, as there is not believed to be any material exposure. It also does not enter into any speculative financial instruments. Appropriate trade terms are negotiated with suppliers and customers and management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms.

Dividends

The directors recommend a final dividend in accordance with the Shareholders' Agreement but subject to a requirement for working capital provision. The total interim dividend is £80,000 (2008: £70,000) and the total final dividend is £80,874 (2008: £90,923)

Directors' report

for the year ended 30 September 2009

Directors

The directors, who served throughout the year except as noted, were as follows

Name Representing

Councillor M J Jones
Dr I D Nussey
Independent
Professor S B Palmer
University of Warwick Science Park Limited
Mr N J Sanders
University of Warwick Science Park Limited
University of Warwick Science Park Limited
University of Warwick Science Park Limited
West Midlands Enterprise Limited

Mr P Daffern was appointed 30 September 2009

Directors' indemnities

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year

Auditors

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 auditors are unaware, and
- the director has taken all the steps that he 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 auditors are 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 have indicated their willingness to be reappointed for another term and a resolution to reappoint them will be proposed at the forthcoming Board of Directors Meeting

Approved by the Board of Directors and signed on its behalf by

D C Grindrod Secretary Date 24 February 2010

Registered office The Venture Centre Sir William Lyons Road Coventry CV4 7EZ

Statement of directors' responsibilities for the year ended 30 September 2009

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 such 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 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 auditors' report to the Members of University of Warwick Science Park Innovation Centre Limited

We have audited the financial statements of University of Warwick Science Park Innovation Centre Limited for the year ended 30 September 2009 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, the statement of accounting policies and the related notes 1 to 19 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 auditors' 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 auditors

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 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

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 30
 September 2009 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

Independent auditors' report to the Members of University of Warwick Science Park Innovation Centre Limited - continued

Opinion on other matter 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.

Christopher Robertson (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

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Chartered Accountants and Statutory Auditors

Birmingham, UK

25 February 2010

Profit and loss account for the year ended 30 September 2009

	Note	2009 £	2008 £
TURNOVER	1	478,607	481,953
OPERATING PROFIT	1	222,499	274,749
Interest receivable and similar income		2,269	8,807
Interest payable and similar charges	5	(160,874)	(163,385)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	63,894	120,171
Tax charge on profit on ordinary activities	6	(63,858)	(82,422)
PROFIT FOR THE FINANCIAL YEAR	14	36	37,749

All activities derive from continuing operations.

There is no material difference between the results as disclosed in the profit and loss account and the result on an unmodified historical cost basis. Accordingly, a note of the historical cost profits & losses for the year is not given.

Statement of total recognised gains and losses for the year ended 30 September 2009

	Note	2009 £	2008 £
Profit for the financial period		36	37,749
Unrealised deficit on revaluation of land and buildings	14	(247,000)	(700,000)
Total gains and losses recognised		(246,964)	(662,251)

Balance sheet at 30 September 2009

	Note	2009 £	2009 £	2008 £	2008 £
FIXED ASSETS Tangible assets	7		2,464,993		2,717,989
CURRENT ASSETS Debtors Cash at bank and in hand	8	24,037 222,422 246,459		81,342 190,984 272,326	
CREDITORS: amounts falling due within one year NET CURRENT ASSETS	9	(142,730)	103,729	(174,629)	97,697
TOTAL ASSETS LESS CURRENT LIABILITIES			2,568,722		2,815,686
CREDITORS: amounts falling due after more than one year	10		(2,003,001)		(2,003,001)
NET ASSETS			565,721		812,685
CAPITAL AND RESERVES Profit and loss account Revaluation reserve	14 14		788,341 (222,620)		788,305 24,380
TOTAL FUNDS	15		565,721		812,685

The financial statements of University of Warwick Science Park Innovation Centre Limited, registered number 3205246, were approved by the board of directors and authorised for issue on 24 February 2010

Professor S B Palmer

Director

Date 24 February 2010

Statement of accounting policies for the year ended 30 September 2009

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of accounting

The financial statements have been prepared under the historic cost convention and in accordance with applicable United Kingdom accounting standards.

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting policies and under the historical cost convention.

Income and future cash flows will continue to be derived from the company's principal activities. The directors believe that the company is well placed to manage its business risks despite the current uncertain economic outlook. The directors have also considered the working capital requirements for a period of 12 months from the date of this report and have 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 annual report and accounts.

Investment properties

In accordance with Statement of Accounting Practice No 19 certain of the company's properties are held for long-term investment and as such are included in the balance sheet at their open market values. The surpluses or deficits on revaluation of such properties are transferred to the investment property revaluation reserve. Depreciation is not provided in respect of investment properties

This policy represents a departure from statutory accounting principles, which require depreciation to be provided on all fixed assets. The directors consider that this policy is necessary in order that the financial statements give a true and fair view, because current values and changes in current values are of prime importance rather than the calculation of systematic annual depreciation. Depreciation is only one of many factors reflected in the valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Tangible Fixed assets

Tangible fixed assets, other than investment properties and freehold land, are stated at cost or valuation, net of depreciation and any provision for impairment

Depreciation is provided on all such tangible fixed assets, less estimated residual value, of each asset on a straight line basis over its expected useful life as follows

Fixtures and fittings 5 years
Office and computer equipment 3 years

Statement of accounting policies

for the year ended 30 September 2009

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of 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 to the extent that, 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 not recognised when assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on the sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Turnover

Turnover represents amounts receivable for rents, management charges, service charges receivable and income derived from business support services net of trade discounts, VAT and other sales-related taxes. Revenue is recognised in line with the terms of lease agreement for rent, management charges and service charges. All other income is recognised as and when the service is performed.

Government grants

Government grants relating to tangible fixed assets are treated as deferred income and released to the profit and loss account over the expected useful lives of the assets concerned. Other grants are credited to the profit and loss account as the related expenditure is incurred.

Cash flow statement

The company is not presenting a cash flow statement. It is taking advantage of the exemption contained in FRS 1 (Revised) Cash Flow Statements as it is a small entity.

Notes to the financial statements for the year ended 30 September 2009

1. TURNOVER

	2009 £	2008 £
Turnover Cost of sales Management and administration	478,607 (202,536)	481,953 (159,270)
expenses	(53,572)	(47,934)
Operating profit	222,499	274,749

Turnover consists entirely of sales made in the United Kingdom and includes revenue of £364,147 (2008: £373,192) from rental operating leases.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging

	• •	
	2009 £	2008 £
Depreciation of tangible fixed assets	5,996	5,996
The analysis of the auditor's remuneration is as follows	;:	
	2009 £	2008 £
Fees payable to the company's auditors for the audit of the company's annual accounts Fees payable to the company's auditors and their	5,025	3,450
associates for taxation services to the company	1,000	925

3. **DIRECTORS' EMOLUMENTS**

The directors did not receive any emoluments for their services to the company during the year. Management and Administration was carried out by the University of Warwick Science Park Limited and has an agreement with the company to manage its building, management and administration

4. EMPLOYEE INFORMATION

The company has no employees in either year

Notes to the financial statements - continued for the year ended 30 September 2009

5. INTEREST PAYABLE AND SIMILAR CHARGES		
	2009 £	2008 £
Bank loans and overdrafts	-	2,462
Ordinary A and B shares – interim dividend of 18p per share (2008 – 16.00p) Ordinary A and B shares – dividend of 18.49p per share	80,000	70,000
(2008 – 20 78p)	80,874	90,923
Total interest payable and similar charges	160,874	163,385
6. TAX ON PROFIT ON ORDINARY ACTIVITIES		
Analysis of charge in the year		
Current work	2009 £	2008 £
Current year UK corporation tax on profit for the year 28% (2008 29%) Adjustment in respect of previous years	63,895 -	82,176 (619)
Total current tax Deferred tax	63,895	81,557
Origination of timing differences Adjustment in respect of prior years	(37)	287 578
	(37)	865
Tax on profit on ordinary activities	63,858	82,422
Factors affecting tax charge for the year		
	2009	2008
Profit on ordinary activities before tax	£ 224,768	281,094
Profit on ordinary activities multiplied by the rate of corporation tax 28% (2008 29%) Effects of:-	62,935	81,517
Capital allowances for period in excess of depreciation Adjustment to tax charge in respect of previous year	960 -	659 (619)
Current tax charge	63,895	81,557

Notes to the financial statements - continued for the year ended 30 September 2009

7. TANGIBLE FIXED ASSETS

Valuations

A professional valuation of the land and buildings was made by Savills Commercial Limited at 30 September 2009. This valuation has been included in the accounts with the resultant deficit arising being transferred to the revaluation reserve. The basis of the valuation used was market value.

The historical cost of land and buildings included at valuation is £2,675,220 (2008 £2,675,620)

	Investment properties	Investment properties	Non- investment fixed assets	
	Long leasehold land	Long leasehold buildings £	Fixtures & Fittings £	Total £
Cost or valuation				
At 1 October 2008 Deficit on revaluation	504,685 (67,838)	2,195,315 (179,162)	29,981	2,729,981 (247,000)
At 30 September 2009	436,847	2,016,153	29,981	2,482,981
Accumulated depreciation				
At 1 October 2008 Charge for the year		<u> </u>	11,992 5,996	11,992 5,996
At 30 September 2009		_	17,988	17,988
Net book value				
At 30 September 2009	436,847	2,016,153	11,993	2,464,993
At 30 September 2008	504,685	2,195,315	17,989	2,717,989

Notes to the financial statements - continued for the year ended 30 September 2009

8.	DE	BT	ORS
•	_		\sim 100

	2009 £	2008 £
Amounts owed by University of Warwick Science Park Limited Deferred tax asset (see note 12)	22,745 1,292	80,087 1,255
	24,037	81,342

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Corporation tax Social security and other taxes Dividend payable Amounts owed to University of Warwick Science Park	28,014 3,569 80,874	41,314 12,655 90,923
Limited Other creditors	30,242 31 	16,721 13,016
	142,730	174,629

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2009 £	2008 £
Government and other grants Ordinary shares Preference shares	63,000 437,501 1,502,500	63,000 437,501 1,502,500
	2,003,001	2,003,001

Notes to the financial statements - continued for the year ended 30 September 2009

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (CONTINUED)

(CONTINUED)	THAIR ONE T	LAN
	2009 £	2008 £
Ordinary shares	437,501	437,501
The ordinary shares entitle holders to a dividend (note 13)		
	2009 £	2008 £
Preference shares	1,502,500	1,502,500
The Preference Shares entitle holders to a fixed non-cumula at the rate of 1 5% per annum commencing 1 October 2010	ative preferen	tial dividend
11. GOVERNMENT AND OTHER GRANTS		
	2009 £	2008 £
At 1 October and 30 September	63,000	63,000
12. DEFERRED TAX ASSETS		
	2009 £	2008 £
Accelerated capital allowances	(1,292)	(1,255)
Provision at 1 October Deferred tax charge/(credit) in the profit and loss account	(1,255) (37)	(2,120) 865
Provision at 30 September	(1,292)	(1,255)
The directors are of the opinion that it is appropriate to recogon the basis that it is more likely than not that the asset future taxable profits, based on recent and forecast trading		
Deferred taxation not provided for in the financial statements:	2009 £	2008 £
Unrealised capital gains	-	-

Notes to the financial statements for the year ended 30 September 2009

12. DEFERRED TAX (CONTINUED)

No provision has been made in the deferred taxation account for the estimated corporation tax that would be payable on disposal at this valuation because, in the opinion of the directors, these assets are unlikely to be disposed of in the foreseeable future

13. SHARE CAPITAL

	2009 £	2008 £
Authorised 87,500 A Ordinary £1 shares 350,001 B Ordinary £1 shares 952,000 A Preference £1 shares 550,000 B Preference £1 shares	87,500 350,001 952,500 550,000	87,500 350,001 952,500 550,000
	1,940,001	1,940,001
Issued called up and fully paid		
Warwickshire County Council 87,500 A Ordinary £1 shares University of Warwick Science Park Limited	87,500	87,500
350,001 B Ordinary £1 shares	350,001	350,001
Warraialashina Cannail	437,501	437,501
Warwickshire County Council 952,000 A Preference £1 shares 550,000 B Preference £1 shares	952,500 550,000	952,500 550,000
	1,940,001	1,940,001

All the issued shares are presented as a liability and accordingly are excluded from called up share capital on the balance sheet

Notes to the financial statements - continued for the year ended 30 September 2009

SHARE CAPITAL (CONTINUED) 13.

Rights of A Ordinary Shares and B Ordinary Shares

All classes of ordinary shares will rank pari passu in all respects except the distribution of profits

Ħ Any dividend available shall be divided as follows:

Class of Shares	In respect of any financial year during which the loan and the working capital facility remains outstanding or part thereof	In respect of any financial year during which the loan and the working capital Facility are finally repaid in full
A Ordinary Shares	X x NP	(75% x (NP+R) - (P+R)
B Ordinary Shares	Y x NP	25% x (NP + R)

Where:

 $(1,590,000) + (L \times 0.74)/2,630,001\times100)$ % or 75% whichever is the smallest X =figure

Y= (100-X)%

Amount equal to the Net Profits for the relevant Financial Year

R= The rent due during the relevant Financial Year

L =Aggregate amount of the Loan repaid from time to time as quantified at the end of the relevant Financial Year

Rights of A preference shares and B preference shares

A preference shares

- entitles holders, in priority to the holders of ordinary shares, to a fixed noncumulative preferential dividend at the rate of 1.5% per annum commencing 1 October 2010;
- on a return of capital on a winding up, or otherwise, will carry the right to 11. repayment of capital of £1 per share ranking after the B preference shares,
- carry no entitlement to notice of general meetings or rights to vote or Ш participate in further profits.

B preference shares

entitles holders, in priority to the holders of ordinary shares, to a fixed non-١, dividend at the rate of 1.5% per cumulative preferential commencing 1 October 2010;

on a return of capital on a winding up, or otherwise, will carry the right to repayment of capital of £1 per share in priority to all other classes of shares;

carry no entitlement to notice of general meetings or rights to vote or participate in further profits.

Notes to the financial statements - continued for the year ended 30 September 2009

14. RESERVES

	Revaluation reserve £	Profit and loss account £
At 1 October 2008 Retained profit for the year Deficit on revaluation	24,380 - (247,000)	36
At 30 September 2009	(222,620)	788,341

15. RECONCILIATION OF SHAREHOLDERS' FUNDS

	2009 £	2008 £
Profit for the financial year Revaluation (deficit)	36 (247,000)	37,749 (700,000)
Net reduction in shareholders' funds	(246,964)	(622,251)
Opening shareholders' funds	812,685	1,474,936
Shareholders' funds at 30 September	565,721	812,685

16. CAPITAL COMMITMENTS

There were no capital commitments at 30 September 2009 or 30 September 2008

17. CONTINGENT LIABILITIES

There were no contingent liabilities at 30 September 2009 or 30 September 2008

Notes to the financial statements - continued for the year ended 30 September 2009

18. RELATED PARTY TRANSACTIONS

The University of Warwick Science Park Limited has a management agreement with the company whereby it manages the company's property. During the year, management charges totalling £52,900 (2008: £51,256) were paid

The amount owed by University of Warwick Science Park Limited as at 30 September 2009 amounted to £22,745 (2008. £80,087). The amount owed to the University of Warwick Science Park Limited as at 30 September 2009 amounted to £30,242 (2008: £16,721).

19. CONTROLLING PARTY

The company is controlled by the board of directors who are appointed as prescribed in the articles of association of the company.