### DIRECTORS' REPORT AND

### FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2017

FOR

THAMESWEY MAINTENANCE SERVICES LIMITED

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#### THAMESWEY MAINTENANCE SERVICES LIMITED

#### COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2017

DIRECTORS:

R N Morgan

Dr B M Maunders

P N Bryant

SECRETARY:

Clyde Secretaries Limited

**REGISTERED OFFICE:** 

The St Botolph Building

138 Houndsditch

London London EC3A 7AR

**REGISTERED NUMBER:** 

05637552 (England and Wales)

**AUDITOR:** 

Hamlyns LLP

Statutory Auditor and Chartered Accountants

Sundial House High Street Horsell Woking Surrey GU21 4SU

**BANKERS:** 

National Westminster Bank Plc

PO Box 358 1 High Street Woking Surrey GU21 1ZS

**SOLICITORS:** 

Clyde & Co LLP

The St Botolph Building

138 Hounsditch London EC3A 7AR

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

#### PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of installation, commissioning, servicing, maintaining and operating total energy systems.

#### DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

R N Morgan Dr B M Maunders P N Bryant

Other changes in directors holding office are as follows:

Cllr R J Kingsbury ceased to be a director after 31 December 2017 but prior to the date of this report.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each 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 auditor is aware of that information.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

#### ON BEHALF OF THE BOARD:

B, Marelles

Dr B M Maunders - Director

31 May 2018

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2017

The directors are responsible for preparing the Directors' 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;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THAMESWEY MAINTENANCE SERVICES LIMITED

#### Oninion

We have audited the financial statements of Thameswey Maintenance Services Limited (the 'company') for the year ended 31 December 2017 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information in the Directors' Report and the Statement of Directors' Responsibilities, but does not include the financial statements and our Auditor's Report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THAMESWEY MAINTENANCE SERVICES LIMITED

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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 from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### Our responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

David Cooper (Senior Statutory Auditor) for and on behalf of Hamlyns LLP Statutory Auditor and Chartered Accountants Sundial House High Street Horsell Woking

Date: 31 May 2018

### Note:

Surrey GU21 4SU

The maintenance and integrity of the Thameswey Maintenance Services Limited website is the responsibility of the directors; the work carried out by the auditor does not involve consideration of these matters and, accordingly, the auditor accepts no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

## INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

1	Notes	2017 £	2016 £
TURNOVER		2,067,158	1,750,966
Cost of sales		1,679,425	1,196,641
GROSS PROFIT		387,733	554,325
Administrative expenses		303,807	355,010
OPERATING PROFIT	5	83,926	199,315
Interest receivable and similar income		54	659
PROFIT BEFORE TAXATION		83,980	199,974
Tax on profit	6	20,500	41,424
PROFIT FOR THE FINANCIAL YEAR		63,480	158,550

## OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

•	Notes	2017 £	2016 £
PROFIT FOR THE YEAR		63,480	158,550
OTHER COMPREHENSIVE	INCOME	<u>-</u>	-
TOTAL COMPREHENSIVE FOR THE YEAR	INCOME	63,480	158,550

#### BALANCE SHEET 31 DECEMBER 2017

•		2017	7	2016	1
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		76,603		80,551
CURRENT ASSETS					
Stocks	8	27,801		41,750	
Debtors	9	382,518		497,001	
Cash at bank and in hand		705,940		182,440	
		1,116,259		721,191	
CREDITORS					
Amounts falling due within one year	10	584,475		256,835	
NET CURRENT ASSETS			531,784		464,356
TOTAL ASSETS LESS CURRENT					
LIABILITIES	٠		608,387		544,907
CARITAL AND DECEMBER					
CAPITAL AND RESERVES					CC0.000
Called up share capital	11		660,000		660,000
Retained earnings	12		(51,613)		(115,093)
SHAREHOLDERS' FUNDS			608,387		544,907

The financial statements were approved by the Board of Directors on 31 May 2018 and were signed on its behalf by:

R N Morgan - Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Called up share capital £	Retained earnings	Total equity £
Balance at 1 January 2016	660,000	(273,643)	386,357
Changes in equity Total comprehensive income		158,550	158,550
Balance at 31 December 2016	660,000	(115,093)	544,907
Changes in equity Total comprehensive income	<u>-</u>	63,480	63,480
Balance at 31 December 2017	660,000	(51,613)	608,387

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
Cash flows from operating activities	Notes	*	L
Cash generated from operations	15	622,974	32,465
Net cash from operating activities		622,974	32,465
Cash flows from investing activities		440 <del></del>	, (44 =00)
Purchase of tangible fixed assets Interest received		(18,587) 54	(11,798) 659
Net cash from investing activities		(18,533)	(11,139)
Cash flows from financing activities			
Intercompany loan		(80,941)	
Net cash from financing activities		(80,941)	-
		•	
Increase in cash and cash equivalents	6	523,500	21,326
Cash and cash equivalents at beginning year	g <b>oi</b> 16	182,440	161,114
Cook and and arrivalents of a later	16	705.040	100 440
Cash and cash equivalents at end of ye	ar 16 ·	705,940	182,440

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

#### 1. STATUTORY INFORMATION

Thameswey Maintenance Services Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

#### 2. ACCOUNTING POLICIES

#### Basis of preparing the financial statements

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" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

#### Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

#### Significant judgements and estimates

No significant judgements have had to be made by management in preparing these financial statements.

#### Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of discounts and of value added tax.

The following criteria must also be met before revenue is recognised.

Turnover from large maintenance service contracts are recognised by reference to the stage of completion. Stage of completion is measured by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. Where the contract outcome cannot be measured reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

#### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold

over remaining term of lease

Motor vehicles

- Straight line over 4 years

Fixtures and fittings

Straight line over 2 years, Straight line over 3 years and Straight line over 4

years

#### Stocke

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is calculated on a first in, first out basis and includes all costs of purchase and conversion and other costs incurred in bringing the stock to its present location and condition.

#### Financial instruments

Financial instruments are classified as accounted for according to the substance of the contractual arrangements as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the net assets of the company.

Basic financial instruments are recognised at amortised cost. The company has no non-basic financial instruments.

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## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

#### 2. ACCOUNTING POLICIES - continued

#### Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

#### Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

#### 3. EMPLOYEES AND DIRECTORS

٥.	EMI EOTEES AND DIRECTORS	2017	2016
		2017	2016
		£	£
	Wages and salaries	449,566	472,684
	Social security costs	46,685	48,697
	Other pension costs	18,074	17,807
		514,325	539,188
	The average number of employees during the year was as follows:	2017	2016
	Cost of sales	11	11
	Administration	2	3
	Administration		
	•	13	14
		===	===
4.	DIRECTORS' EMOLUMENTS		
		2017	2016
	·	£	£
	Directors' remuneration	4,293	4,295
		· ====	
	•		

Directors remuneration relates to fees paid to the independent non-executive director. An explanation of the composition of the board of directors can be found in the directors' report.

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## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

### 5. **OPERATING PROFIT**

The operating profit is stated after charging:

	2017	2016
	£	£
Hire of plant and machinery	6,435	11,502
Depreciation - owned assets	22,535	27,392
Auditors' remuneration	9,800	7,250
Operating leases	20,780	20,780
• •		

#### 6. TAXATION

#### Analysis of the tax charge

The tax charge on the profit for the year was as follows:

_	2017 £	2016 £
Current tax: UK corporation tax	20,500	41,424
Tax on profit	20,500	41,424

UK corporation tax has been charged at 19.25%.

#### Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Due 5th before to:	2017 £ 83,980	2016 £ 199,974
Profit before tax	====	=====
Profit multiplied by the standard rate of corporation tax in the UK of 19.250% (2016 - 20%)	16,166	39,995
Effects of: Depreciation in excess of capital allowances Utilisation of tax losses	4,334	5,478 (4,049)
Total tax charge	20,500	41,424

The current UK corporation tax rate that has been used for the year is a blended rate of 19.25% (2016: 20%). This is on the basis that the rate have been 20% since April 2015 and a reduction to the main rate was substantively enacted on 26 October 2015, reducing the rate to 19% from 1 April 2017. Further reductions to 18% will apply from 1 April 2020. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016.

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

#### 7. TANGIBLE FIXED ASSETS

		Short leasehold £	Motor vehicles £	Fixtures and fittings £	Ťotals £
	COST				
	At 1 January 2017 Additions	80,363	71,463 16,920	127,383 1,667	279,209 18,587
	At 31 December 2017	80,363	88,383	129,050	297,796
	DEPRECIATION				
	At 1 January 2017	31,240	56,051	111,367	198,658
	Charge for year	7,977	8,076	6,482	22,535
	At 31 December 2017	39,217	64,127	117,849	221,193
	NET BOOK VALUE		:		
	At 31 December 2017	41,146	24,256	11,201	76,603
	At 31 December 2016	49,123	15,412	16,016	80,551
8.	STOCKS			2017	2016
	Stocks			£ 27,801	£ 41,750
	Stock recognised in cost of sales during the ye	ar as an expense was	s £32,809.		
9.	DEBTORS: AMOUNTS FALLING DUE V	VITHIN ONE YEA	AR.		
				2017 £	2016 £
	Trade debtors			183,520	373,673
	Amounts owed by group undertakings			101,441	-
	Amounts recoverable on contract	,		58,693	54,281
	Other debtors			3,689	19,052
	Prepayments			35,175	49,995
•				382,518	497,001
	OPERATORS, AMOUNTS EALLING BUILDING	E WATHIN OME V	T A D		
10.	CREDITORS: AMOUNTS FALLING DUI	E WITHIN ONE I	LAK	2017	2016
				£	£
	Trade creditors			473,701	105,125
	Amounts owed to group undertakings			61,924	41,424
	Social security and other taxes			12,773	12,096
	VAT			16,309	57,321
	Accruals			19,768	40,869
				584,475	256,835

## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

#### 11. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

 Number:
 Class:
 Nominal value:
 2017
 2016

 660,000
 Ordinary B
 £1
 660,000
 660,000

Each share is entitled to one vote in any circumstances and each share is also entitled pari passu to dividend payments or any other distribution, including a distribution arising from a winding up of the company. The shares are not redeemable.

#### 12. RESERVES

	Retained earnings
At 1 January 2017 Profit for the year	(115,093) 63,480
At 31 December 2017	(51,613)

#### 13. ULTIMATE PARENT COMPANY

The company's immediate parent company is Thameswey Limited, a company incorporated in England and Wales.

The company's ultimate parent undertaking is considered to be Woking Borough Council.

The largest group into which the company is consolidated is headed by Woking Borough Council, and the smallest group into which the company is consolidated is Thameswey Limited. Copies of both sets of group accounts are available from the Company Secretary, Clyde Secretaries Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AR.

## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

#### 14. RELATED PARTY DISCLOSURES

The company's immediate parent company Thameswey Limited is 100% (2016 - 100%) owned by Woking Borough Council. Thameswey Limited owns the share capital of the following companies:

	2017	2016
	. 1000/	1000/
Thameswey Energy Limited	100%	100%
Thameswey Housing Limited	100%	100%
Thameswey Sustainable Communities Limited	100%	100%
Thameswey Developments Limited	100%	100%
Thameswey Solar Limited	100%	75%
Thameswey Maintenance Services Limited	100%	100%
Woking Necropolis and Mausoleum Limited	0%	100%

Thameswey Energy Limited owns 100% (2016 - 100%) of Thameswey Central Milton Keynes Limited. Thameswey Housing Limited owns 100% (2016 - 100%) of Thameswey Guest Houses Limited and 50% (2016 - 50%) of Rutland Woking (Residential) Limited. Thameswey Developments Limited owns 50% (2016 - 50%) of Rutland (Woking) Limited and 50% (2016 - 50%) of Rutland Woking (Carthouse Lane) Limited. Rutland (Woking) Limited owns 50% (2016 - 50%) of Rutland Woking (Residential) Limited.

Therefore, no transactions with these related parties are to be disclosed for either year under the provisions of section 33 of Financial Reporting Standard 102.

## 15. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	2017	2016
	£	£
Profit before taxation	83,980	199,974
Depreciation charges	22,535	27,392
Finance income	(54)	(659)
	106,461	226,707
Decrease in stocks	13,949	22,904
Decrease/(increase) in trade and other debtors	215,924	(146,002)
Increase/(decrease) in trade and other creditors	286,640	(71,144)
Cash generated from operations	622,974	32,465

#### 16. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

#### Year ended 31 December 2017

	31.12.17 £	1.1.17 £
•		
Cash and cash equivalents	705,940	182,440
Year ended 31 December 2016		
	31.12.16	1.1.16
	£	£
Cash and cash equivalents	182,440	161,114