DIRECTORS' REPORT AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

FOR

THAMESWEY MAINTENANCE SERVICES LIMITED

CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Independent Auditor's Report	4
Income Statement	7
Other Comprehensive Income	8
Balance Sheet	. 9
Statement of Changes in Equity	10
Cash Flow Statement	11
Notes to the Financial Statements	12

THAMESWEY MAINTENANCE SERVICES LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2018

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 2018

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

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 2018 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:

R J Kingsbury - resigned 7 May 2018

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:

Dr B M Maunders - Director

Date: 31 July 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2018

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

Opinion

We have audited the financial statements of Thameswey Maintenance Services Limited (the 'company') for the year ended 31 December 2018 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 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, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions 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.

Auditors' 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.

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

Use of our report

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.

David Cooper (Senior Statutory Auditor)

Hamb ccl

for and on behalf of Hamlyns LLP Statutory Auditor and Chartered Accountants Sundial House High Street

Horsell Woking Surrey GU21 4SU

Date: 31 July 2019

Note:

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 2018

	Notes	2018 £	2017 £
TURNOVER		2,177,735	2,067,158
Cost of sales		1,668,866	1,679,425
GROSS PROFIT		508,869	387,733
Administrative expenses		444,325	303,807
OPERATING PROFIT	5	64,544	83,926
Interest receivable and similar income	:	. 285	54
PROFIT BEFORE TAXATION	:	64,829	83,980
Tax on profit	6	23,174	20,500
PROFIT FOR THE FINANCIAL Y	EAR	41,655	63,480

OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
PROFIT FOR THE YEAR		41,655	63,480
OTHER COMPREHENSIVE INC	ОМЕ	<u> </u>	
TOTAL COMPREHENSIVE INC FOR THE YEAR	OME	41,655	63,480

BALANCE SHEET 31 DECEMBER 2018

		201	8	201	7
FIXED ASSETS	Notes	£	£	£	£
Tangible assets	7		26,646		76,603
CURRENT ASSETS					
Stocks	8	16,925		27,801	
Debtors	9	577,722		382,518	
Cash at bank and in hand		318,624		705,940	
CREDITORS		913,271		1,116,259	
Amounts falling due within one year	10	289,875		584,475	
NET CURRENT ASSETS		· · · · · · · · · · · · · · · · · · ·	623,396		531,784
TOTAL ASSETS LESS CURRENT LIABILITIES					
LIABILITES		1	650,042		608,387
CAPITAL AND RESERVES		}			
Called up share capital	11	•	660,000		660,000
Retained earnings	12		(9,958)		660,000
		·			(51,613)
SHAREHOLDERS' FUNDS		(650,042		608,387

The financial statements were approved by the Board of Directors on 31 5 cf. 210 and were signed on its behalf by:

R N Morgan - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2017	660,000	(115,093)	544,907
Changes in equity Total comprehensive income Balance at 31 December 2017	660,000	63,480 (51,613)	63,480
Changes in equity Total comprehensive income	<u>-</u>	41,655	41,655
Balance at 31 December 2018	660,000	(9,958)	650,042

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

Cash flows from operating activities	Notes	2018 £	2017 £
Cash generated from operations	15	(380,331)	622,974
Net cash from operating activities		(380,331)	622,974
Cash flows from investing activities Purchase of tangible fixed assets Interest received	; ;	(7,270) 285	(18,587) 54
Net cash from investing activities	•	(6,985)	(18,533)
Cash flows from financing activities Intercompany loan Net cash from financing activities		-	(80,941)
(Decrease)/increase in cash and cash eq Cash and cash equivalents at beginning year	uivalents of	(387,316) 705,940	523,500
Cash and cash equivalents at end of yea	r 16	318,624	182,440 ———————————————————————————————————

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

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

Stocks

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.

Page 12 continued...

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

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

4

	Wages and salaries Social security costs Other pension costs	2018 £ 432,392 45,534 27,755 505,681	2017 £ 449,566 46,685 18,074 514,325
	The average number of employees during the year was a	s follows:	
		2018	2017
	Cost of sales Administration	10 2 ———————————————————————————————————	11 2 13
4.	DIRECTORS' EMOLUMENTS	•	
	Directors' remuneration	2018 £ 4,282	2017 £ 4,293

Directors remuneration relates to fees paid to the independent non-executive director.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

5. OPERATING PROFIT

The operating profit is stated after charging:

	2018 £	2017 £
Hire of plant and machinery	7,793	6,435
Depreciation - owned assets	23,470	22,535
Loss on disposal of fixed assets	33,170	-
Auditors' remuneration	8,000	9,800
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:

	2018 £	2017 £
Current tax: UK corporation tax	23,174	20,500
Tax on profit	23,174	20,500

UK corporation tax has been charged at 19% (2017 - 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:

	2018 £	2017 £
Profit before tax	64,829	83,980
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.250%)	12,318	16,166
Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances	6,302 4,554	4,334
Total tax charge	23,174	20,500

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

7. TANGIBLE FIXED ASSETS

	COST	Short leaschold £	Motor vehicles	Assets under construction £	Fixtures and fittings £	Totals £
	At 1 January 2018	80,363	88,383		120.050	
	Additions	2,043	-	3,800	129,050 1,427	297,796
	Disposals	(80,363)	(54,578)	-	(104,748)	7,270 (239,689)
	At 31 December 2018	2,043	33,805	3,800	25,729	65,377
	DEPRECIATION					
	At 1 January 2018	39,217	64,127	_	117 940	221 102
	Charge for year	8,204	8,946	_	117,849 6,320	221,193
	Eliminated on disposal	(47,194)	(54,578)		(10 <u>4</u> ,160)	23,470 (205,932)
	At 31 December 2018	227	18,495	-	20,009	38,731
	NET BOOK VALUE		1		-	
	At 31 December 2018	1,816	15,310	3,800	5,720	26,646
	At 31 December 2017	41,146	24,256	<u>-</u>	11,201	76,603
8.	STOCKS				2018	2017
	Ctoole				£	£
	Stocks		•	· ·	16,925	27,801
9.	DEBTORS: AMOUNTS FAI	LLING DUE WITH	IIN ONE YEA	R		
			1		2018	2017
	Trade debtors		•		£	£
	Amounts owed by group under	·-1 ·			535,988	183,520
	Amounts recoverable on contra	akings			-	101,441
	Other debtors	Cl			16,555	58,693
	Prepayments		ł		5,698	3,689
					19,481	35,175
					577,722 =	382,518
10.	CREDITORS: AMOUNTS FA	ALLING DUE WI	Ț THIN ONE YE	CAR		
					2018	2017
	Trade creditors		1		£	£
	Amounts owed to group underta	John and			86,590	473,701
	Social security and other taxes	Kings	ł		85,098	61,924
	VAT				13,752	12,773
	Accruals				70,178	16,309
					34,257	19,768
				•	289,875	584,475

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

11. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:
Number: Class: Nominal

 value:
 £
 £

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

2018

2017

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 2018 Profit for the year	(51,613) 41,655
At 31 December 2018	(9,958)

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.

Page 16 continued...

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

14. RELATED PARTY DISCLOSURES

The company's immediate parent company Thameswey Limited is 100% (2017 - 100%) owned by Woking Borough Council. Thameswey Limited owns the share capital of the following companies:

	2018	2017
Thameswey Energy Limited	100%	100%
Fhameswey Housing Limited Fhameswey Sustainable Communities Limited	100%	100%
Thameswey Developments Limited	100% 100%	100% 100%
Thameswey Solar Limited Thameswey Maintenance Services Limited	100%	100%
Thaneswey Maintenance Services Limited	100%	100%

Thameswey Energy Limited owns 100% (2017 - 100%) of Thameswey Central Milton Keynes Limited. Thameswey Housing Limited owns 100% (2017 - 100%) of Thameswey Guest Houses Limited and 50% (2017 - 50%) of Rutland Woking (Residential) Limited. Thameswey Developments Limited owns 50% (2017 - 50%) of Rutland (Woking) Limited and 50% (2017 - 50%) of Rutland Woking (Carthouse Lane) Limited. Rutland (Woking) Limited owns 50% (2017 - 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

	2018	2017
Profit before taxation	£	£
	64,829	83,980
Depreciation charges	23,970	22,535
Loss on disposal of fixed assets Finance income	33,170	•
r mance income	(285)	(54)
Decrease in stocks	121,684	106,461
(Increase)/decrease in trade and other debtors (Decrease)/increase in trade and other creditors	10,876	13,949
	(194,017)	215,924
	(318,874)	286,640
Cash generated from operations	(380,331)	622,974
		

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 2018					
Coch and coch aminutents					
Cash and cash equivalents					

Year	ended	31	December	2017

Cash and cash equivalents

31.12.18	1.1.18	
£	£	
318,624	705,940	
31.12.17	1.1,17	
£	f	

705,940