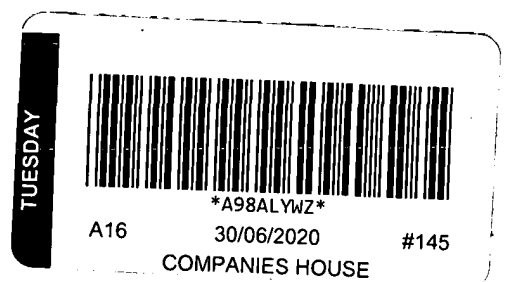


Registration number: 02355491

Trackwork Holdings Limited

Annual Report and Financial Statements

for the Year Ended 30 September 2019



Trackwork Holdings Limited

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Trackwork Holdings Limited

Company Information

Director M J W Waind

Company secretary M J W Waind

Registered office PO Box 139
Sandall Lane
Kirk Sandall Industrial Estate
Doncaster
South Yorkshire
DN3 1WZ

Auditors Hawsons Chartered Accountants
Statutory Auditor
5 Sidings Court
White Rose Way
Doncaster
South Yorkshire
DN4 5NU

Trackwork Holdings Limited

Strategic Report for the Year Ended 30 September 2019

The director presents his strategic report for the year ended 30 September 2019.

Fair review of the business

The company did not trade in the year, The trade, assets and liabilities of the company were transferred to its parent company, Trackwork Group Limited on 31 July 2011.

The net assets of the company at 30 September 2019 were £1,834K (2018: £1,834K).

Given the straight forward nature of the business, the company's director is of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business.

Covid-19

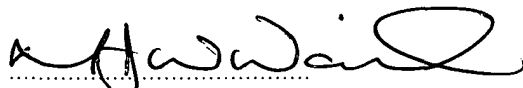
Trackwork Group has been designated a key supplier to the UK rail industry and during the Covid-19 pandemic we have been able to maintain our core operations supplying materials and services to our clients. We have taken advantage of the Government's job retention scheme and furloughed a limited number of employees. We do not envisage any change to Trackwork Group's long term financial strategy which is built on not having any commercial debt and maintaining a strong cash position.

Despite the inevitable uncertainty that has arisen with the advent of the Covid-19 pandemic we believe that Trackwork Group is strongly positioned to withstand the challenges such uncertainty brings and to continue to trade profitably for the foreseeable future.

Principal risks and uncertainties

In order to manage the company successfully the strategic and operational risks facing the company are regularly reviewed and the company's risk management procedures are updated to reflect this process. Further discussion of these risks and uncertainties in the context of the group as a whole is provided in the group annual report.

Approved by the Board on 29/06/20 and signed on its behalf by:



M J W Waind
Director

Trackwork Holdings Limited

Director's Report for the Year Ended 30 September 2019

The director presents his report and the audited financial statements for the year ended 30 September 2019.

Director of the company

The director who held office during the year was as follows:

M J W Waind - Company secretary and director

Going concern

After due consideration of all relevant factors, including recent temporary restrictions imposed as a result of the COVID 19 pandemic, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The group position remains strong and support from other group entities would be forthcoming if required. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Disclosure of information to the auditors

The director of the company who held office at the date of the approval of this Annual Report as set out above confirms that:

- so far as he is aware, there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as 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.

Reappointment of auditors

The auditors Hawsons Chartered Accountants are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 29/06/20 and signed on its behalf by:



M J W Waind
Director

Trackwork Holdings Limited

Statement of Director's Responsibilities

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Trackwork Holdings Limited

Independent Auditor's Report to the Members of Trackwork Holdings Limited

Opinion

We have audited the financial statements of Trackwork Holdings Limited (the 'company') for the year ended 30 September 2019, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the and the 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 30 September 2019 and of its results 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's 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, it is difficult to evaluate all of the potential implications of the current COVID-19 outbreak on the company's trade, employees, customers, suppliers and the wider economy.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information. 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.

Trackwork Holdings Limited

Independent Auditor's Report to the Members of Trackwork Holdings Limited (continued)

Opinion on other matter 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 Strategic Report and Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Director's Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of the director

As explained more fully in the Statement of Director's Responsibilities set out on page 4, the director is 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 director determines is 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 director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.

Trackwork Holdings Limited

Independent Auditor's Report to the Members of Trackwork Holdings Limited (continued)

- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

Hawsons

Paul Wormald (Senior Statutory Auditor)
For and on behalf of Hawsons Chartered Accountants, Statutory Auditor

5 Sidings Court
White Rose Way
Doncaster
South Yorkshire
DN4 5NU

Date: *29 JUNE 2020*

Trackwork Holdings Limited

Statement of Comprehensive Income for the Year Ended 30 September 2019

| | 2019 £ 000 | 2018 £ 000 |
|--|---------------|---------------|
| Turnover | - | - |
| Operating profit/(loss) | - | - |
| Income from shares in group undertakings | - | 2,000 |
| Profit before tax | - | 2,000 |
| Profit for the financial year | - | 2,000 |
| Total comprehensive income for the year | - | 2,000 |

The above results were derived from continuing operations.

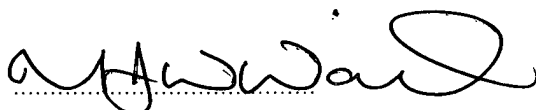
Trackwork Holdings Limited

(Registration number: 02355491)

Balance Sheet as at 30 September 2019

| | Note | 2019 £ 000 | 2018 £ 000 |
|-----------------------------|------|---------------|---------------|
| Fixed assets | | | |
| Investments | 2 | 10 | 10 |
| Current assets | | | |
| Debtors | 3 | <u>1,824</u> | <u>1,824</u> |
| Net assets | | <u>1,834</u> | <u>1,834</u> |
| Capital and reserves | | | |
| Called up share capital | 4 | 9 | 9 |
| Capital redemption reserve | | 1 | 1 |
| Profit and loss account | | <u>1,824</u> | <u>1,824</u> |
| Total equity | | <u>1,834</u> | <u>1,834</u> |

The financial statements were approved and authorised by the director on 29/06/20...



M J W Waind

Director

Trackwork Holdings Limited

Statement of Changes in Equity for the Year Ended 30 September 2019

| | Share capital £ 000 | Capital redemption reserve £ 000 | Profit and loss account £ 000 | Total £ 000 |
|----------------------|--------------------------------|---|--|------------------------|
| At 1 October 2018 | 9 | 1 | 1,824 | 1,834 |
| At 30 September 2019 | 9 | 1 | 1,824 | 1,834 |

| | Share capital £ 000 | Capital redemption reserve £ 000 | Profit and loss account £ 000 | Total £ 000 |
|----------------------------|--------------------------------|---|--|------------------------|
| At 1 October 2017 | 9 | 1 | 1,824 | 1,834 |
| Profit for the year | - | - | 2,000 | 2,000 |
| Total comprehensive income | - | - | 2,000 | 2,000 |
| Dividends | - | - | (2,000) | (2,000) |
| At 30 September 2018 | 9 | 1 | 1,824 | 1,834 |

Trackwork Holdings Limited

Notes to the Financial Statements for the Year Ended 30 September 2019

1 Accounting policies

Statutory information

Trackwork Holdings Limited is a private company, limited by shares, domiciled in England and Wales, company number 02355491. The registered office is at PO Box 139, Sandall Lane, Kirk Sandall Industrial Estate, Doncaster, DN3 1WZ.

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group.

These financial statements are presented in sterling which is the functional currency of the company and rounded to the nearest £'000.

Exemption from preparing group accounts

The company has taken exemption from preparing group accounts as it is included in consolidated accounts for a larger group which are drawn up as full consolidated audited accounts which are filed at Companies House.

The company is included in the consolidated accounts for Trackwork Group Limited, whose registered office address is at 2 Sandall Lane, Kirk Sandall Industrial Estate, Doncaster, South Yorkshire, DN3 1LL.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Going concern

After due consideration of all relevant factors, including recent temporary restrictions imposed as a result of the COVID 19 pandemic, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The group position remains strong and support from other group entities would be forthcoming if required. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Trackwork Holdings Limited

Notes to the Financial Statements for the Year Ended 30 September 2019 (continued)

2 Investments held as fixed assets

| | 2019 £ 000 | 2018 £ 000 |
|--|---------------|---------------|
| Shares in group undertakings and participating interests | <u>10</u> | <u>10</u> |

| | Subsidiary undertakings £ 000 |
|---|-------------------------------------|
| Shares in group undertakings and participating interests | |
| Cost | |
| At 1 October 2018 | <u>10</u> |
| At 30 September 2019 | <u>10</u> |
| Net book value | |
| At 30 September 2019 | <u>10</u> |

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

| Undertaking | Country of incorporation | Holding | Proportion of voting rights and shares held | |
|-------------|-----------------------------|---------|--|------|
| | | | 2019 | 2018 |

Subsidiary undertakings

| | | | | |
|---|---------|----------|------|------|
| Trackwork Limited PO Box 139 Sandall Lane Kirk Sandall Industrial Estate Doncaster DN3 1LL | England | Ordinary | 100% | 100% |
|---|---------|----------|------|------|

The principal activity of Trackwork Limited is the provision of services and materials to the UK railway industry.

Trackwork Holdings Limited

Notes to the Financial Statements for the Year Ended 30 September 2019 (continued)

3 Debtors

| | 2019 £ 000 | 2018 £ 000 |
|---------------------------------|---------------|---------------|
| Amounts owed by related parties | <u>1,824</u> | <u>1,824</u> |

4 Share capital

Allotted, called up and fully paid shares

| | No. 000 | 2019 £ 000 | No. 000 | 2018 £ 000 |
|----------------------------------|----------|---------------|----------|---------------|
| 9,200 ordinary shares of £1 each | <u>9</u> | <u>9</u> | <u>9</u> | <u>9</u> |

5 Related party transactions

The company has taken advantage of the exemption in FRS102 from disclosing transactions with other members of the group.

6 Parent and ultimate parent undertakings

The company is controlled by Trackwork Group Limited, the company's immediate parent company. The ultimate controlling party is Trackwork Group Limited, a company controlled by M J W Waind.

The company is included in audited consolidated accounts for a larger group which are drawn up by Trackwork Group Limited.