

Registration number 03508173

# Colas Rail Services Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2012



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**Colas Rail Services Limited**  
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**Colas Rail Services Limited**  
**Company Information**

<b>Directors</b>	J Bertrand C Giral
<b>Company secretary</b>	J Quinnell
<b>Registered office</b>	Dacre House 19 Dacre Street London SW1H 0DJ
<b>Auditors</b>	McBrides Accountants LLP Nexus House 2 Cray Road Sidcup Kent DA14 5DA
<b>Bankers</b>	Credit Agricole Corporate and Investment Bank Broadwalk House 5 Appold St London EC2A 2JP

## **Colas Rail Services Limited**

### **Directors' Report for the Year Ended 31 December 2012**

The directors present their report and the financial statements for the year ended 31 December 2012

#### **Directors of the company**

The directors who held office during the year were as follows

J Bertrand

C Giral

B Troise (Resigned 4 January 2012)

#### **Principal activity**

The principal activity of the company is providing engineering consultancy on railway construction

On 29 March 2010, as part of a group restructuring program, the company sold its shareholding in Colas Rail Systems Ltd to Colas Rail Holdings Limited, a company which is incorporated in England and Wales and is wholly owned by Colas Rail SA the immediate parent company of Colas Rail Services Limited. The consideration was £1,000,000. The intercompany debt was waived on the same day.

On 1 September 2011 the company ceased trading and no further trading activity is anticipated in the company. The financial statements have therefore not been prepared on the going concern basis and adjustments have been made where appropriate to write down the company's assets to net realisable value. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such costs were committed at the balance sheet date.

#### **Business review**

##### ***Principal risks and uncertainties***

The company operates a treasury function which is responsible for managing the liquidity, interest and foreign currency risks associated with its activities.

The company has various financial assets and liabilities such as trade debtors and trade creditors arising directly from operations.

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring it has sufficient liquid resources to meet the operating needs of the business.

The company's principal foreign currency exposures arise from balances with other group companies.

##### **Statement of directors' responsibilities**

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 apply them consistently,

## Colas Rail Services Limited

### Directors' Report for the Year Ended 31 December 2012

..... *continued*

- make judgements and accounting 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.

#### Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of.

Approved by the Board on 27/09/2013 and signed on its behalf by

  
J Bertrand  
Director

## **Independent Auditor's Report to the Members of Colas Rail Services Limited**

We have audited the financial statements of Colas Rail Services Limited for the year ended 31 December 2012, set out on pages 6 to 11. 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 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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Statement of Directors' Responsibilities set out in the directors' report, 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on the financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its loss 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.

### **Emphasis of matter**

Without qualifying our opinion, we draw your attention to Note 1 of the financial statements, which explains that the company ceased trading during the year and therefore the financial statements have not been prepared on a going concern basis.

### **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.

**Independent Auditor's Report to the Members of  
Colas Rail Services Limited**

*..... continued*

**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

*M. Brides Accountants LLP*

Andrew Warren (Senior Statutory Auditor)

For and on behalf of McBrides Accountants LLP, Statutory Auditor

Nexus House  
2 Cray Road  
Sidcup  
Kent  
DA14 5DA

Date *30/9/13*

**Colas Rail Services Limited**  
**Profit and Loss Account for the Year Ended 31 December 2012**

	Note	2012 £	2011 £
Turnover		-	131,670
Cost of sales		9,510	(120,735)
Gross profit		9,510	10,935
Administrative expenses		(1,894)	(19,256)
Operating profit/(loss)	2	7,616	(8,321)
Interest payable and similar charges	4	(11,339)	(18,444)
Loss on ordinary activities before taxation		(3,723)	(26,765)
Tax on loss on ordinary activities	5	-	304
Loss for the financial year	8	(3,723)	(26,461)

The profit and loss account has been prepared on the basis that all operations are continuing operations per the definition of FRS 3 Reporting Financial Performance, however, as noted in note 1 all activities ceased on 1 September 2011

The company has no recognised gains or losses for the year other than the results above

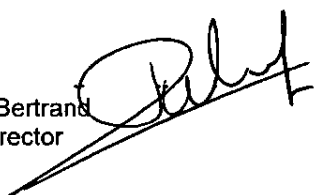


**Colas Rail Services Limited**  
**(Registration number: 03508173)**  
**Balance Sheet at 31 December 2012**

	Note	2012 £	2011 £
<b>Current assets</b>			
Cash at bank and in hand		6,219	2,778
Creditors Amounts falling due within one year	6	(696,017)	(688,853)
Net liabilities		<u>(689,798)</u>	<u>(686,075)</u>
<b>Capital and reserves</b>			
Called up share capital	7	10,000	10,000
Profit and loss account	8	(699,798)	(696,075)
Shareholders' deficit	9	<u>(689,798)</u>	<u>(686,075)</u>

Approved by the Board and authorised for issue on 27/03/2013 and signed on its behalf by

J Bertrand  
Director



## Colas Rail Services Limited

### Notes to the Financial Statements for the Year Ended 31 December 2012

#### 1 Accounting policies

##### Basis of preparation

The financial statements have been prepared under the historical cost convention

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

##### Going concern

The financial statements have not been prepared on the going concern basis, as the company ceased trading on 1 September 2011, hence adjustments have been made where appropriate to write down the company's assets to net realisable value. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such costs were committed at the balance sheet date

##### Deferred tax

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

##### Foreign currency

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account

##### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account

#### 2 Operating profit/(loss)

Operating profit/(loss) is stated after charging

	2012 £	2011 £
Auditor's remuneration - The audit of the company's annual accounts	1,250	2,500
Foreign currency (gains)/losses	(80)	5,141
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## Colas Rail Services Limited

### Notes to the Financial Statements for the Year Ended 31 December 2012

... .. *continued*

#### 3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2012 No	2011 No
Operations and management	<u>2</u>	<u>4</u>

The aggregate payroll costs were as follows

	2012 £	2011 £
Wages and salaries	-	110,079
Social security costs	<u>(63)</u>	<u>14,280</u>
	<u>(63)</u>	<u>124,359</u>

#### 4 Interest payable and similar charges

	2012 £	2011 £
Interest on loans from group undertakings	<u>11,339</u>	<u>18,444</u>
	<u>11,339</u>	<u>18,444</u>

#### 5 Taxation

##### Tax on loss on ordinary activities

	2012 £	2011 £
Current tax		
Corporation tax credit	<u>-</u>	<u>(304)</u>

##### Factors affecting current tax charge for the year

Tax on loss on ordinary activities for the year is higher than (2011 - higher than) the standard rate of corporation tax in the UK of 24% (2011 - 26%)

The differences are reconciled below

# Colas Rail Services Limited

## Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

	2012 £	2011 £
Loss on ordinary activities before taxation	<u>(3,723)</u>	<u>(26,765)</u>
Corporation tax at standard rate	(894)	(6,959)
Adjustment for prior years	-	(304)
Losses carried forward	<u>894</u>	<u>6,959</u>
Total current tax	<u></u>	<u>(304)</u>

The company has estimated trading losses carried forward of £161,353 (2011 - £168,969), and non trade loan relationship losses carried forward of £117,020 (2011 - £105,681)

### 6 Creditors: Amounts falling due within one year

	2012 £	2011 £
Amounts owed to group undertakings	692,213	683,913
Accruals and deferred income	<u>3,804</u>	<u>4,940</u>
	<u>696,017</u>	<u>688,853</u>

### 7 Share capital

#### Allotted, called up and fully paid shares

	2012		2011	
	No	£	No.	£
Ordinary of £1 each	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

## Colas Rail Services Limited

### Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

#### 8 Reserves

	Profit and loss account £	Total £
At 1 January 2012	(696,075)	(696,075)
Loss for the year	<u>(3,723)</u>	<u>(3,723)</u>
At 31 December 2012	<u><u>(699,798)</u></u>	<u><u>(699,798)</u></u>

#### 9 Reconciliation of movement in shareholders' funds

	2012 £	2011 £
Loss attributable to the members of the company	<u>(3,723)</u>	<u>(26,461)</u>
Net reduction to shareholders' funds	(3,723)	(26,461)
Shareholders' deficit at 1 January	<u>(686,075)</u>	<u>(659,614)</u>
Shareholders' deficit at 31 December	<u><u>(689,798)</u></u>	<u><u>(686,075)</u></u>

#### 10 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group

#### 11 Control

The company's immediate parent company is Colas Rail SA, a company incorporated in France. The company prepares group accounts which can be obtained from

Colas Rail SA  
44, Rue Jean Mermoz  
78600  
Maisons-Laffitte  
France

The ultimate parent company is Bouygues SA, a company incorporated in France