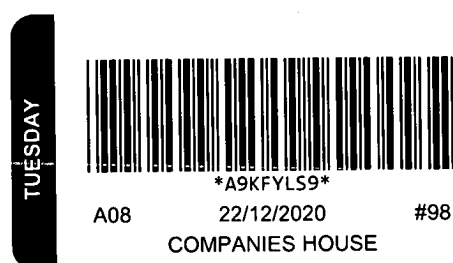


# **Toll Investments (UK) Limited**

## **Annual report and financial statements**

Registered number 07203888

Year ended 31 March 2019



## Contents

Strategic report	1
Directors' report	2-3
Statement of directors' responsibilities in respect of the Strategic report, the Directors' Report and the financial statements	4
Independent auditor's report to the members of Toll Investments (UK) Limited	5-6
Profit and Loss Account and Other Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes	10-15

## Strategic report

### Principal activities

Toll Investments (UK) Limited is a subsidiary of Toll Global Forwarding (UK) Limited. The company's principal activity was that of holding of investments.

### Results and dividends

The results of the Company for the year are in the profit and loss account on page 6. There was a loss before taxation for the year of £3,989 (2018: profit £9,953) which will be deducted from reserves. The directors do not recommend payment of a dividend (2018: £nil).

### Principal risks and uncertainties

#### Financial risk Management

The Company uses financial instruments, other than derivatives, comprising borrowings and cash. The main risks arising from the Company's financial instruments are interest rate risk, liquidity risk and currency risk. The directors review and agree policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Company finances its operations through retained profits. The exposure to interest rate fluctuations on its borrowings is managed by the use of floating facilities.

#### Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest any cash assets safely and profitably.

### Key Performance Indicators (KPIs)

As a holding company the key performance indicator was the performance of the subsidiaries. The directors review the performance of the company's subsidiaries to ensure they are performing as expected. The investment in Toll UK Limited Partnership was disposed of in the prior year.

### Future Development

The Company is non-trading. Following the disposal of its investment the directors are now considering future potential investments.

By order of the board



**S Reed**  
Director

Australis House  
Unit 2, Heron Way  
Feltham, Middlesex  
TW14 0AR

18 December 2020

## Directors' report

The directors present their directors' report and financial statements for the year ended 31st March 2019.

### Political and Charitable Contributions

The company made no political contributions during the year (2018: £nil).

### Going Concern

The financial position of the Company, its cash flows and liquidity position are described in the primary statements and notes to these financial statements.

The Company is a holding company that incurs no expenses and there is no expectation that the activities of the Company will change in the foreseeable future.

The directors have prepared cash flow forecasts for the period up to March 2023 taking into account reasonably possible downsides and the impact of Covid-19. Based on these forecasts, the Company will have sufficient funds, through funding from its intermediate ultimate parent company, Toll Holdings Limited, to continue to meet its liabilities as they fall due.

The activities of the Company's subsidiaries are providing freight forwarding services (logistics management solutions). In assessing the cashflow forecasts, the Directors have considered the cashflow forecasts of the underlying investments. Whilst it is difficult to estimate the impact of Covid-19 due to uncertainties in the economy, the cash flow forecasts include our current assumptions of the level of trade achieved during the period of lockdown in the UK from March 2020 to July 2020, expansion of customer base, increase in gross profit margins and cost savings from restructuring of various business functions including freeze on headcount, move from expensive to cost effective business premises and reductions or cuts on non-essential business expenditures.

Based on the cash flow forecast for the plausible but severe worst-case scenario, the Directors concluded that the entity has sufficient funding to meet its cash flow requirements based on additional funding from its intermediate parent company, Toll Holdings Limited.

Whilst the intermediate parent has indicated its intention to continue to make available such funds as are needed by the Company for the period covered by the forecasts, the Directors do not have sufficient financial information regarding the intermediate parent company's ability to provide such support. Based on these indications the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, the continued availability of sufficient appropriate funding to the Company represents a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

## Directors' report (continued)

### Board of directors

The directors who held office during the year and up to the date of this report were as follows:

M Byrne - Appointed 10th July 2019 Resigned 31st December 2019  
M Kurzeja - Resigned 12th September 2019  
B Chaplin - Resigned 10th July 2019  
S Elliott - Appointed 2nd January 2020 Resigned 15th September 2020  
S Pape - Appointed 2nd January 2020 Resigned 14th April 2020  
S Reed - Appointed 14th April 2020  
T Knudsen

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Auditors

KPMG LLP acted as auditors during the year. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed.

By order of the board



**S Reed**

*Director*

18 December 2020

Australis House  
Unit 2, Heron Way  
Feltham, Middlesex  
TW14 0AR

## **Statement of directors' responsibilities in respect of the Strategic Report, Directors' Report and the financial statements**

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS101 Reduced Disclosure Framework.

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 judgments and 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;
- assess the company's ability to continue as a going concern, disclosing, as appropriate, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no alternative but to do so.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## **Independent auditor's report to the members of Toll Investments (UK) Limited**

### **Opinion**

We have audited the financial statements of Toll Investments (UK) Limited ("the company") for the year ended 31 March 2019 which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Material uncertainty related to going concern**

We draw attention to note 1.2 to the financial statements which describes uncertainties relating to the achievability of forecasts and ability of the intermediate parent company to provide support to the Company. These events and conditions, along with the other matters explained in note 1.2, constitute a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

## **Independent auditor's report to the members of Toll Investments (UK) Limited (continued)**

### **Directors' responsibilities**

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



**Terri Coughlan (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP, Statutory Auditor**

2 Forbury Place  
33 Forbury Road  
Reading  
RG7 4SD

18 December 2020



**Profit and Loss Account and other Comprehensive income**  
*for the year ended 31 March 2019*

	Note	31 March 2019 £	31 March 2018 £
<b>Gross Profit</b>		-	-
Administrative Expenses / (Credit)		-	13,552
<b>Operating Profit / Loss</b>	2	-	13,552
Interest payable and similar charges	5	(3,989)	(3,599)
<b>(Loss)/Profit before taxation</b>		(3,989)	9,953
Tax (expense) / credit on profit / loss	6	-	(1,805)
<b>(Loss)/Profit for the financial year</b>		(3,989)	8,148
Other Comprehensive income		-	-
<b>(Loss)/ retained profit for the financial year</b>		(3,989)	8,148

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The notes on pages 10 to 15 form part of these financial statements.

**Balance Sheet**  
*at 31 March 2019*

	Note	31 March 2019 £	2019 £	31 March 2018 £	2018 £
<b>Fixed assets</b>					
Investments	7		-		-
<b>Current assets</b>					
Debtors	8	347,494		347,494	
Cash at bank and in hand		<u>1</u>		<u>1</u>	
		347,495		347,495	
Creditors: amounts falling due within one year	9	<u>(141,374)</u>		<u>(137,387)</u>	
<b>Net current assets</b>			206,121		210,107
<b>Net Assets</b>			<u>206,121</u>		<u>210,108</u>
<b>Capital and reserves</b>					
Called up share capital	10		1		1
Profit and loss account			<u>206,120</u>		<u>210,108</u>
Total shareholders' fund - equity interests			<u>206,121</u>		<u>210,109</u>

The notes on pages 10 to 15 form part of these financial statements.

These financial statements were approved by the board of directors on 18/12/2020 and were signed on its behalf by:



**S Reed**  
Director

18 December 2020

**Statement of Changes in Equity for the year ended 31st March 2019**

	Called up Share Capital	Profit and loss account	Total
	£	£	£
<b>Balance at 31 March 2017</b>	<b>1</b>	<b>201,960</b>	<b>210,109</b>
Profit for the year	-	8,148	8,148
<b>Balance at 31 March 2018</b>	<b>1</b>	<b>210,108</b>	<b>210,109</b>
Loss for the year	-	(3,989)	(3,989)
<b>Total comprehensive profit for the year</b>	<b>-</b>	<b>(3,989)</b>	<b>(3,989)</b>
<b>Balance at 31 March 2019</b>	<b>1</b>	<b>206,120</b>	<b>206,121</b>

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

Toll Investments (UK) Limited (the “Company”) is a company incorporated and domiciled in the UK.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (“FRS 101”). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s ultimate parent undertaking, Japan Post Holdings Co, a company incorporated in Japan, includes the Company in its consolidated financial statements. The consolidated financial statements of Japan Post Holdings Co are prepared in accordance with Japanese GAAP which is recognised as equivalent to IFRS. The financial statements are available to the public and may be obtained from Japan Post Holdings Co., Ltd., 1-3-2 Kasumigaseki, Chiyoda-ku, Tokyo 100-8798.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cashflow statement and related notes;
- Comparative period reconciliations for share capital and fixed asset investments.
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies (continued)

#### 1.1 Measure convention

The financial statements are prepared on the historical cost basis

#### 1.2 Going Concern

The financial position of the Company, its cash flows and liquidity position are described in the primary statements and notes to these financial statements.

The Company is a holding company that incurs no expenses and there is no expectation that the activities of the Company will change in the foreseeable future.

The directors have prepared cash flow forecasts for the period up to March 2023 taking into account reasonably possible downsides and the impact of Covid-19. Based on these forecasts, the Company will have sufficient funds, through funding from its intermediate ultimate parent company, Toll Holdings Limited, to continue to meet its liabilities as they fall due.

The activities of the Company's subsidiaries are providing freight forwarding services (logistics management solutions). In assessing the cashflow forecasts, the Directors have considered the cashflow forecasts of the underlying investments. Whilst it is difficult to estimate the impact of Covid-19 due to uncertainties in the economy, the cash flow forecasts include our current assumptions of the level of trade achieved during the period of lockdown in the UK from March 2020 to July 2020, expansion of customer base, increase in gross profit margins and cost savings from restructuring of various business functions including freeze on headcount, move from expensive to cost effective business premises and reductions or cuts on non-essential business expenditures.

Based on the cash flow forecast for the plausible but severe worst-case scenario, the Directors concluded that the entity has sufficient funding to meet its cash flow requirements based on additional funding from its intermediate parent company, Toll Holdings Limited.

Whilst the intermediate parent has indicated its intention to continue to make available such funds as are needed by the Company for the period covered by the forecasts, the Directors do not have sufficient financial information regarding the intermediate parent company's ability to provide such support. Based on these indications the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, the continued availability of sufficient appropriate funding to the Company represents a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

#### 1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## Notes (continued)

### 1.4 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

### 1.5 Non-derivative financial instruments

Non-derivative financial instruments comprise investment in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

#### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

#### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### *Investment in debt and equity securities*

Investments in subsidiaries are carried at cost less impairment.

### 1.6 Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

## 2 Auditors remuneration

The auditors' remuneration of £1,700 was borne by the parent company (2018: £1,700).

## 3 Directors' emoluments

The Directors of the company are also employees of and remunerated by the parent company. The Directors are Directors of a number of different group companies and it is not possible to separately identify the remuneration applicable to Toll Investments (UK) Limited.

## 4 Particulars of employees

The company had no employees.

## Notes (continued)

<b>5 Interest payables and similar charges</b>	<b>31 March 2019 £</b>	<b>31 March 2018 £</b>
Interest on bank loans, overdrafts and other loans	<u>3,989</u>	<u>3,599</u>
<b>6 Taxation</b>		
<b>Recognised in the profit and loss account</b>	<b>31 March 2019 £</b>	<b>31 March 2018 £</b>
Payments received for losses surrendered for group relief	<u>-</u>	<u>1,992</u>
<b>Reconciliation of total tax rate</b>	<b>31 March 2019 £</b>	<b>31 March 2018 £</b>
Profit / (Loss) for the year	(3,989)	8,148
Total tax (expense) / credit	<u>-</u>	<u>(1,805)</u>
Profit / Loss excluding taxation	(3,989)	9,953
Tax using the UK corporation tax rate of 19% (2018: 20%)	(758)	1,891
Effects of:		
Adjustments in respect of prior years	-	1,805
Income not taxable	-	(2,575)
Amounts not recognised	758	684
Group relief surrendered	-	-
Amounts received for surrender of losses	-	-
Non-deductible expenses	-	-
Total current tax charge / (credit)	<u>-</u>	<u>1,805</u>

## Notes (continued)

### 6 Taxation (continued)

The standard rate of UK corporation tax reduced from 20% to 19% on 1 April 2017. The Finance (No.2) Act 2016 includes legislation which will reduce the rate further to 17%, from 1 April 2020. These reductions will reduce the company's future tax charge accordingly. In the March 2017 budget it was announced that from April 2020, the UK tax rate will be 17% but this has not yet been substantively enacted.

There is an unrecognised deferred tax asset of £20,413 (2018: £19,655) in respect of the losses, this has not been recognised as future taxable profits are not considered probable.

### 7 Fixed asset investments

	Loan investment in partnership £
Cost	
At the start of the year	-
Revaluation during the year	-
At end of the year	-

Up until 28th March 2018 the company had a loan investment in the following partnership:

Company	Principal activity
Toll UK Limited Partnership	Investment holding partnership

Upon the repayment of the preferred capital in Toll (UK) Limited Partnership, Toll Investments UK ceased from being a Partner in Toll (UK) Limited Partnership. Subsequently, the remaining Partners, Toll International Investments Pty Ltd and Toll RE Pty Ltd agreed to contribute the additional partnership capital in Toll (UK) Limited Partnership.

This Partnership which was incorporated in Australia, is currently 50% owned by Toll International Investments Pty Ltd, the remaining 50% is owned by Toll RE Pty Ltd. This Partnership owns Toll Group (UK) Ltd who directly own 100% of both Genesis Forwarding Group Limited and Toll Global Forwarding Group (UK) Limited. Details of the subsidiaries of Toll Global Forwarding Group (UK) Limited are disclosed in their respective company's accounts.

8 Debtors	31 March 2019 £	31 March 2018 £
Amounts falling due from group undertakings	347,494	347,494
	<u>347,494</u>	<u>347,494</u>

Amounts owed by group undertakings are unsecured and have no fixed date of repayment.



## Notes (continued)

### 9 Creditors: amounts falling due within one year

	31 March 2019 £	31 March 2018 £
Amounts due to group undertakings	<u>141,374</u>	<u>137,387</u>
Amounts due to group undertakings are unsecured, carry interest at 2.5% plus 6 month LIBOR and are repayable on demand.		

### 10 Called upon share capital

	31 March 2019 £	31 March 2018 £
<i>Allotted, called up and fully paid</i>		
1 ordinary shares of £1 each	<u>1</u>	<u>1</u>

### 11 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary of Toll Global Forwarding (UK). The directors consider the ultimate parent undertaking to be Japan Post Holdings Co., Ltd., a public company incorporated in Japan and listed in the Tokyo Stock Exchange.

The largest group for which financial statements are prepared, and of which the Company is a member of is Japan Post Holdings Co., Ltd. and consolidated financial statements can be obtained from Japan Post Holdings Co., Ltd., 1-3-2 Kasumigaseki, Chiyoda-ku, Tokyo 100-8798.