

REGISTERED NUMBER: 02557161 (England and Wales)

**Directors' Report and  
Audited Financial Statements for the Year Ended 31 December 2018  
for  
Morgan Trans Limited**



**Morgan Trans Limited**

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for the Year Ended 31 December 2018**

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**Morgan Trans Limited**

**Directors' Report  
for the Year Ended 31 December 2018**

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

The Company is a member of the Morgan Advanced Materials plc group (Morgan Group), which, from March 2016, managed its operations on a global business unit basis. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

**DIVIDENDS**

The Directors do not recommend the payment of a dividend (2017: £nil).

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

P A Boulton  
C R Collins

Other changes in directors holding office are as follows:

S H Mackie - appointed 28 June 2018

**STRATEGIC REPORT**

The Directors have not prepared a Strategic report, taking a small companies exemption as permitted by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

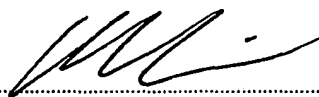
**DISCLOSURE OF INFORMATION TO AUDITORS**

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

**AUDITORS**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and will therefore continue in office.

**ON BEHALF OF THE BOARD:**

  
.....  
C R Collins - Director

Date: 24/9/17  
.....

**Morgan Trans Limited**

**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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 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 judgements 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 applicable, 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 realistic alternative but to do so. As explained in note 2 to the financial statements, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 responsible for 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, and 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 Auditors' Report to the Members of  
Morgan Trans Limited**

**Opinion**

We have audited the financial statements of Morgan Trans Limited ("the company") for the year ended 31 December 2018 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 2.

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 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.

**Emphasis of matter - non-going concern basis of preparation**

We draw your attention to the disclosure made in note 2 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note.

Our opinion is not modified in respect of this matter.

**The impact of uncertainties due to the UK exiting the EU on our audit**

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as investment impairment and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

**Directors' report**

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

Our responsibility is to read 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 directors' report;
- in our opinion the information given in that report 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 Auditors' Report to the Members of  
Morgan Trans Limited**

**Responsibilities of directors**

As explained more fully in their statement set out on page 2, 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.

**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 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).

**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 Auditors' 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.

*Paul Sawdon*

Paul Sawdon (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL

Date: 25 September 2014

Morgan Trans Limited

Statement of Comprehensive Income  
for the Year Ended 31 December 2018

|  | Notes | 31.12.18<br>£'000 | 31.12.17<br>£'000 |
|--|-------|-------------------|-------------------|
| <b>TURNOVER</b>                                |       | -                 | -                 |
| Administrative expenses                        |       | <u>1</u>          | <u>-</u>          |
| <b>OPERATING PROFIT</b>                        |       | <b>1</b>          | <b>-</b>          |
| Interest payable and similar expenses          | 5     | <u>(7)</u>        | <u>(8)</u>        |
| <b>LOSS BEFORE TAXATION</b>                    | 6     | <b>(6)</b>        | <b>(8)</b>        |
| Tax on loss                                    | 7     | <u>-</u>          | <u>-</u>          |
| <b>LOSS FOR THE FINANCIAL YEAR</b>             |       | <b>(6)</b>        | <b>(8)</b>        |
| <b>OTHER COMPREHENSIVE INCOME</b>              |       | <u>-</u>          | <u>-</u>          |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b> |       | <b><u>(6)</u></b> | <b><u>(8)</u></b> |

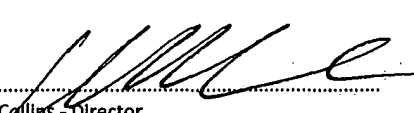
The notes form part of these financial statements

Morgan Trans Limited (Registered number: 02557161)

Balance Sheet  
31 December 2018

|  | Notes | £'000 | 31.12.18<br>£'000 | £'000 | 31.12.17<br>£'000 |
|--|-------|-------|-------------------|-------|-------------------|
| <b>CREDITORS</b>                             |       |       |                   |       |                   |
| Amounts falling due within one year          | 8     |       | 259               |       | 253               |
|  |       |       | <u>(259)</u>      |       | <u>(253)</u>      |
| <b>NET CURRENT LIABILITIES</b>               |       |       |                   |       |                   |
|  |       |       | <u>(259)</u>      |       | <u>(253)</u>      |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       |       |                   |       |                   |
|  |       |       | <u>(259)</u>      |       | <u>(253)</u>      |
| <b>CAPITAL AND RESERVES</b>                  |       |       |                   |       |                   |
| Called up share capital                      | 9     |       | -                 |       | -                 |
| Retained earnings                            | 10    |       | (259)             |       | (253)             |
| <b>SHAREHOLDERS' FUNDS</b>                   |       |       |                   |       |                   |
|  |       |       | <u>(259)</u>      |       | <u>(253)</u>      |

The financial statements were approved by the Board of Directors on 24/9/19 and were signed on its behalf by:

  
C R Collins - Director

The notes form part of these financial statements



Morgan Trans Limited

Statement of Changes in Equity  
for the Year Ended 31 December 2018

|                             | Called up<br>share<br>capital<br>£'000 | Retained<br>earnings<br>£'000 | Total<br>equity<br>£'000 |
|-----------------------------|--|-------------------------------|--------------------------|
| Balance at 1 January 2017   | -                                      | (245)                         | (245)                    |
| <b>Changes in equity</b>    |  |                               |                          |
| Total comprehensive income  | -                                      | (8)                           | (8)                      |
| Balance at 31 December 2017 | -                                      | (253)                         | (253)                    |
| <b>Changes in equity</b>    |  |                               |                          |
| Total comprehensive income  | -                                      | (6)                           | (6)                      |
| Balance at 31 December 2018 | -                                      | (259)                         | (259)                    |

The notes form part of these financial statements

**Morgan Trans Limited**

**Notes to the Financial Statements  
for the Year Ended 31 December 2018**

**1. STATUTORY INFORMATION**

The company is a private limited company and is incorporated and domiciled in the UK. The address of its registered office is Quadrant, 55-57 High Street, Windsor, Berkshire, SL4 1LP.

**2. ACCOUNTING POLICIES**

**Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment; and
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

**Taxation**

Tax on the profit or loss for the year comprises of current 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.

**Foreign currency translation**

**(a) Functional and presentation currency**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

**(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges. All other foreign exchange gains and losses are presented in the income statement within 'Other operating income'.

**Consolidation**

The company is a wholly owned subsidiary of Morgan Advanced Materials plc. It is included in the consolidated financial statements of Morgan Advanced Materials plc, which are publicly available. Therefore the company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. The address of the ultimate parent's registered office is Quadrant, 55-57 High Street, Windsor, Berkshire, SL4 1LP.

Morgan Trans Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2018

2. ACCOUNTING POLICIES - continued

**Non-going concern basis of preparation**

In previous years, the financial statements have been prepared on a going concern basis. However, because the Company's subsidiary has been dissolved, the Company is in a net liability position and it is loss making, the directors do not consider that it is appropriate to prepare the financial statements on a going concern basis. This decision has no impact on the financial statements of the Company.

3. EMPLOYEES AND DIRECTORS

The Company has no employees (2017: none).

4. DIRECTORS' EMOLUMENTS

The directors performed no qualifying services for the company in respect of the current or preceding periods and therefore received no emoluments.

In the year ended 31 December 2018, an amount of £2,000 receivable by the auditor and its associates in respect of audit services has been paid by another group company (2017: £2,000).

5. INTEREST PAYABLE AND SIMILAR EXPENSES

|  | 31.12.18<br>£'000 | 31.12.17<br>£'000 |
|--|-------------------|-------------------|
| Interest payable to Group undertakings | 7                 | 8                 |
|  | <u>7</u>          | <u>8</u>          |

6. LOSS BEFORE TAXATION

The loss before taxation is stated after charging:

|  | 31.12.18<br>£'000 | 31.12.17<br>£'000 |
|--|-------------------|-------------------|
| Interest payable to Group undertakings | 7                 | 8                 |
| General overheads                      | (1)               | -                 |
|  | <u>6</u>          | <u>8</u>          |

7. TAXATION

**Analysis of tax expense**

No liability to UK corporation tax arose for the year ended 31 December 2018 nor for the year ended 31 December 2017.

**Factors affecting the tax expense**

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

|   | 31.12.18<br>£'000 | 31.12.17<br>£'000 |
|---|-------------------|-------------------|
| Loss before income tax  | (6)               | (8)               |
|   | <u>(6)</u>        | <u>(8)</u>        |
| Loss multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.250%) | (1)               | (2)               |
| Effects of:   |                   |                   |
| Expenses not deductible for tax purposes  | -                 | 2                 |
| Transfer pricing adjustments purposes   | 1                 | -                 |
|   | <u>0</u>          | <u>0</u>          |
| Tax expense   | <u>0</u>          | <u>0</u>          |

Morgan Trans Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2018

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

|                                    | 31.12.18<br>£'000 | 31.12.17<br>£'000 |
|------------------------------------|-------------------|-------------------|
| Amounts owed to Group undertakings | 259               | 253               |
|                                    | <u>259</u>        | <u>253</u>        |

9. CALLED UP SHARE CAPITAL

| Allotted, Issued and fully paid: |          |                | 31.12.18   | 31.12.17   |
|----------------------------------|----------|----------------|------------|------------|
| Number:                          | Class:   | Nominal value: | £          | £          |
| 100                              | Ordinary | £1             | <u>100</u> | <u>100</u> |

10. RESERVES

|                      | Retained earnings<br>£'000 |
|----------------------|----------------------------|
| At 1 January 2018    | (253)                      |
| Deficit for the year | (6)                        |
| At 31 December 2018  | <u>(259)</u>               |

11. ULTIMATE PARENT COMPANY

The Directors regard Morgan Advanced Materials plc, incorporated in England and Wales, as being the Company's ultimate parent undertaking. The smallest and largest group in which the results of the Company are consolidated is that headed by Morgan Advanced Materials plc. The Consolidated accounts of Morgan Advanced Materials plc are available to the public and may be obtained from its registered office situated at Quadrant, 55-57 High Street, Windsor, Berkshire, SL4 1LP.