

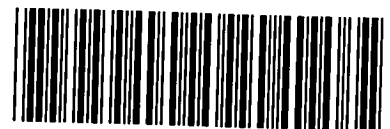
Company No: 07524755

# Clarke Telecom Limited

Annual Report

*Year ended 30 September 2022*

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## Company information

Directors	P Scott N E Newton Renew Corporate Director Limited
Secretary	Renew Nominees Limited
Registered office	3175 Century Way Thorpe Park Leeds LS15 8ZB
Registered number	07524755
Auditor	Ernst & Young LLP 1 Bridgewater Place Water Lane Leeds LS11 5QR
Bankers	HSBC Bank plc City Branch 33 Park Row Leeds LS1 1LD

# Strategic Report

## Principal activities

The principal activities of the Company are the provision of infrastructure deployment services to mobile phone networks, Electric Vehicle (EV) charge point operators and the electricity supply sector as an Independent Connections Provider (ICP).

We provide full end to end turnkey solutions which includes site acquisition, town and country planning, civil and structural design, electrical and mechanical design, construction, and the installation and maintenance of radio and EV hardware.

Our mission is to help create a green and digital future which will only be achieved if the necessary supporting radio networks, vehicle charging points and up-graded electricity supply networks are in place to support the huge surges in demand.

## Ownership

The Company is a wholly owned subsidiary of Renew Holdings plc.

## Business model

The company engages in engineering activities which are characterised by the use of the company's skilled engineering workforce, supplemented by specialist subcontractors where appropriate, in a range of civil, mechanical and electrical applications.

## Business review and results

The company has continued with its strategy of offering a full range of services to the mobile telephone infrastructure market undertaking work for all the main mobile telephone operators, infrastructure providers and equipment vendors, providing the best quality service and establishing long term customer relationships.

In the past year we have continued to invest in our telecoms business and have also strengthened our position within the EV and ICP sectors. The skills required to work in mobile telecoms networks infrastructure, EV and ICP are complimentary to one another and mean we are well placed to take full advantage of significant growth opportunities as the UK transitions to reduce its reliance on the internal combustion engine, and rapidly starts the move towards greener technologies. This new infrastructure will be connected by smart cities, the internet of things and 5G mobile networks.

Ensuring our people have the necessary skills required to further enhance and develop their careers is also important to us and is the reason why we have continued to provide a high quality leadership and management training and development programme. This programme will ensure our established leaders and managers are continuously developing their skills, and our rising stars have the opportunity to obtain the skills required to successfully enhance their career progression opportunities within the Clarke business.

The directors are satisfied with the results for the year. They are positive about future long term market opportunities which are already manifesting themselves and for which the business is well positioned to benefit from. The company benefits from having close customer relationships that have been developed over many years, with Clarke Telecom being considered a key strategic partner.

The profit for the financial year after taxation was £992,000 (2021: £1,212,000). Dividends paid in the year were £1,250,000 (2021: £1,000,000).

## Strategic Report (Continued)

### Key performance indicators

The directors have established a number of key performance indicators which they use to measure and monitor the performance of the company in a number of different areas. These measures are set out in the table below.

The directors have set a target range for operating profit (before amortisation and group management charges) as a % of sales as a key performance indicator for the business and this is reviewed each month.

The safety record improvement target is set annually and achievement of this target is an essential component of the bonus scheme for each director and senior manager within the company.

	2022	2021
<b>Operating profit % of sales</b>		
Upper range target	5.0%	5.0%
Actual performance	3.0%	4.5%
Lower range target	1.0%	1.0%
<b>RIDDOR</b>	Nil	Nil
Improvement in RIDDOR	-	-

We continue to strive to reduce all accidents through our procedures and continued training. These are at the forefront of the Board's determination to continue the company's excellent safety record in the coming year.

### Principal risks and uncertainties

This annual report contains certain forward looking statements. These statements are made by the directors in good faith, based on the information available to them up to the time of approval of this report. Actual results may differ to those expressed in such statements, depending on a variety of factors. These factors include customer acceptance of the company's services, levels of demand in the market, restrictions to market access, competitive pressure on pricing or additional costs, failure to retain or recruit key personnel and overall economic conditions.

The mobile telecommunications infrastructure market includes only a small number of operators, this means that the business is dependent on relatively few customers. Changes in capital spending of an individual customer can have a material positive or negative effect on the company's financial performance.

### Derivatives and other financial instruments

The company's principal financial instruments comprise cash and short-term deposits. The main purpose of these financial instruments is to provide finance for the company's operations. The company has various other financial instruments such as trade debtors and trade creditors that arise directly from its operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken. The main risks arising from the company's financial instruments are interest rate risk and liquidity risk.

### Liquidity risk

The company is a participant together with a number of fellow subsidiaries in the group banking arrangements of its ultimate holding company, Renew Holdings plc, and as a result has risks associated with the financial status and performance of the other companies within that group.

## Strategic Report (Continued)

### **Credit risk**

The company's principal financial assets are bank balances, cash, amounts recoverable on contracts and trade debtors, which represent maximum exposure to credit risk in relation to financial assets.

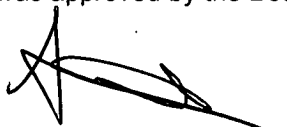
The company's credit risk is primarily attributable to its amounts recoverable on contracts and trade debtors. Credit risk is managed by monitoring the aggregate amount and duration of exposure to any one customer depending upon their credit rating. The amounts presented in the balance sheet are net of allowances for doubtful debts, estimated by the company's management based on prior experience and their assessment of the current economic environment.

### **Future developments**

Consumer demands for ever increasing volumes of data, without loss of service means that the operators need more and more network capacity across all spectra. These dynamics continue to create significant opportunities in our core markets. The directors believe that the company is well positioned to take advantage of 4G and 5G roll-out, and has a strong order book to deliver profitable results in 2022/23.

### **Approval**

The Strategic Report was approved by the Board on 5 December 2022 and signed on its behalf by:



S Wyndham-Quin  
For and on behalf of Renew Nominees Limited  
**Secretary**

Company registered number is 07524755.

## Report of the Directors

The directors present their report and the audited financial statements for the year ended 30 September 2022.

### Environment

The company's policy with regard to the environment is to ensure that the actual and potential environmental impact of its activities is understood and effectively managed. Operations are conducted so as to comply with all legal requirements relating to the environment in all areas where business is carried out. During the period covered by this report the company has not incurred any fines or penalties or been investigated for any breach of environmental regulations.

### Directors

The directors and officers serving during the year and subsequently were:

P Scott	Director
N E Newton	Director
Renew Corporate Director Limited	Director

No director had a beneficial interest in the share capital of any subsidiary of Renew Holdings plc. No director (other than those whose interests are disclosed in the financial statements of Renew Holdings plc) had interests in the share capital of Renew Holdings plc.

No director (other than those whose interests are disclosed in the financial statements of Renew Holdings plc) was granted, or exercised, any options to subscribe in the shares of Renew Holdings plc during the year ended 30 September 2022.

### Employee involvement and policy

The directors recognise the need for communication with employees at every level. All employees have access to a copy of the group annual report and financial statements, which together with regular staff briefings and internal notice board statements, keep them informed of progress within the company and the group.

The company continues to be committed to the health, safety and welfare of its employees and observe the terms of the Health & Safety at Work Act 1974 and subsequent legislation and regulations.

It is the policy of the company that there shall be no discrimination or less favourable treatment of employees or job applicants in respect of race, colour, ethnic or national origins, religion, sex, disability, political beliefs or marital status. The company engages, promotes and trains staff on the basis of their capabilities, qualifications and experience, without discrimination, giving all employees an equal opportunity to progress within the company. Full consideration will be given to suitable applications for employment from disabled persons where they have the necessary skills and abilities for that position, and wherever possible to re-train employees who become disabled, so that they can continue their employment in another position.

## Report of the Directors (Continued)

### Safety, Health and Environmental Policies

The Company operates a framework for Quality, Environmental, Safety and Health standards and performance known as QUENSH. The Company has adopted Renew's Safety Health and Environmental ("SHE") policies and standards. The SHE objectives as set by the group are monitored regularly and are reviewed in response to performance and changes in legislation.

All levels of management are required to undertake SHE monitoring activities, from SHE tours by directors to SHE surveys by senior managers and SHE inspections by site and workplace management.

It is the company's policy to report all accidents regardless of severity. Accident and incident reports are assessed to identify their main cause and analysed to identify trends and areas for improvement in the same way as for findings of inspection, tours and surveys.

### Quality assurance

The company is committed to the achievement of quality. It operates a quality management system which complies with the requirements of BS EN ISO 9001:2015 and is audited on a continual basis by DNV GL Business Assurance UK Limited.

### Disclosure of information to the auditor

At the date of making this report each of the company's directors, as set out on page 5, confirm the following:

- So far as each director is aware, there is no relevant information needed by the company's auditor in connection with preparing their report of which the company's auditor is unaware, and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the company's auditor in connection with preparing their report and to establish that the company's auditor is aware of that information.

### Auditor

In 2021 Renew Holdings plc, the ultimate parent company, commenced a tender process for the appointment of new auditors for both the Group and Company. Following the conclusion of the formal tender process, the Board approved and proposed the appointment of Ernst & Young LLP as the Company's Auditor for the financial year commencing 1 October 2021. The appointment was approved by the shareholders at the Annual General Meeting held on 26 January 2022.

### Going concern basis

The directors have reviewed the Company's cash flow and operating forecasts and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future (for the period ending 31 December 2023). In addition, the Directors of Renew Holdings plc have provided a letter of support to the Company stating that Renew Holdings plc will provide support for the Company should it be required to enable it to continue to meet its liabilities as they fall due until 31 December 2023. Further details of the going concern assessment undertaken by the Directors of Renew Holdings plc are provided in the Annual Report of Renew Holdings plc, for which copies are available on request from the registered office of that company. As a result, the directors believe that the going concern basis is appropriate for the preparation of these financial statements.

## Report of the Directors (Continued)

### Statement of directors' responsibilities in respect of the strategic report, the 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 FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

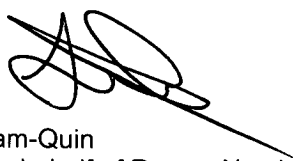
Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required 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.

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.

### Approval

The report of the directors was approved by the Board on 5 December 2022 and signed on its behalf by:



S Wyndham-Quin  
For and on behalf of Renew Nominees Limited  
**Secretary**  
Company registered number is 07524755.

# Independent Auditor's Report to the members of Clarke Telecom Limited

## Opinion

We have audited the financial statements of Clarke Telecom Limited for the year ended 30 September 2022 which comprise Profit and Loss account, Statement of changes in equity, Balance Sheet and the related notes 1 to 18, 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 FRS 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 company's affairs as at 30 September 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 December 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. 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.

## 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 directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

# Independent Auditor's Report to the members of Clarke Telecom Limited (Continued)

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' 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 directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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 directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## 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.

# Independent Auditor's Report to the members of Clarke Telecom Limited (Continued)

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are FRS 102 and the Companies Act 2006.
- We understood how Clarke Telecom Limited is complying with those frameworks by making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas. We corroborated the results of our enquiries through reading the board minutes and other documents, making enquiries of management to identify if there are matters where there is a risk of breach of such frameworks that could have a material impact on the Company. We understood the controls put in place by management to reduce the risk of occurrence of fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the results of enquiry with management, our understanding of the Company and the policies and procedures in place to address fraud risks.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved making enquiries of management, review of board minutes, review of internal audit reports and review of higher risk journal entries.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## 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.

Ernst & Young LLP

Mark Morrill (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Leeds

12 December 2022

**Profit and Loss account**

Year ended 30 September 2022

	Note	2022 £000	2021 £000
Turnover	1	50,770	39,782
Cost of sales		(44,789)	(34,450)
<b>Gross profit</b>		<b>5,981</b>	<b>5,332</b>
Administrative expenses		(4,759)	(3,781)
<b>Profit on ordinary activities before taxation</b>	2	<b>1,222</b>	<b>1,551</b>
Taxation	4	(230)	(339)
<b>Profit for the financial year</b>		<b>992</b>	<b>1,212</b>

All the company's activities are derived from continuing operations.

There is no difference between the profit on ordinary activities before taxation and the historical cost equivalents.

The company has no recognised gains or losses other than the gains above and therefore no separate statement of comprehensive has been presented.

**Statement of Changes in Equity**

Year ended 30 September 2022

	Called up share capital £000	Share premium reserve £000	Profit and loss account £000	Total equity shareholders' funds £000
At 30 September 2020	1,009	244	4,137	5,390
Profit for the financial year			1,212	1,212
Dividends paid			(1,000)	(1,000)
At 30 September 2021	1,009	244	4,349	5,602
Profit for the financial year			992	992
Dividends paid			(1,250)	(1,250)
At 30 September 2022	1,009	244	4,091	5,344

**Balance Sheet**

As at 30 September 2022

		2022		2021 (restated*)	
	Note	£000	£000	£000	£000
<b>Fixed assets</b>					
Intangible assets	5		464		563
Tangible assets	6		455		515
			919		1,078
<b>Current assets</b>					
Stock	7	239		222	
Debtors: due within one year	8	16,411		15,307	
Cash at bank and in hand		478		-	
			17,128	15,529	
<b>Creditors - amounts falling due within one year</b>	9	(12,703)		(11,005)	
			4,425	4,524	
<b>Net current assets</b>			4,425	4,524	
<b>Total assets less current liabilities</b>			5,344	5,602	
<b>Net assets</b>			5,344	5,602	
<b>Capital and reserves</b>					
Called up share capital	11		1,009		1,009
Share premium reserve			244		244
Profit and loss account			4,091		4,349
			5,344	5,602	
<b>Equity shareholders' funds</b>			5,344	5,602	

\*In the prior year, £3,530,000 of payments received on account were incorrectly offset against amounts recoverable on contracts when they should have been disclosed as payments received on account. See note 1.

The financial statements were approved by the Board on 5 December 2022 and signed on its behalf by:



P Scott  
Director

# Notes to the financial statements

Year ended 30 September 2022

## 1 ACCOUNTING POLICIES

### 1.1 Basis of Financial Statements

Clarke Telecom Limited (the "Company") is a private company limited by shares, incorporated in England and Wales, and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Renew Holdings plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Renew Holdings plc are prepared in accordance with the requirements of the Companies Act 2006 and UK adopted International Accounting Standards (IAS). In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Renew Holdings plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

### 1.2 Prior Year Restatement

In the prior year, £3,530,000 of payments received on account were incorrectly offset against amounts recoverable on contracts when they should have been disclosed as payments received on account.

This error has resulted in a prior year reclassification restatement to increase amounts recoverable on contracts (note 8) by £3,530,000 to £6,302,000 and increase payments receivable on account (note 9) by £3,530,000 to £3,530,000. This reclassification impacts the balance sheet only and there is no impact to any other primary statement or other notes to the financial statements.

### 1.3 Measurement Convention

The financial statements are prepared on the going concern basis and under the historical cost convention, the accounting policies set out below and in accordance with FRS 102.

# Notes to the financial statements (Continued)

Year ended 30 September 2022

## 1 ACCOUNTING POLICIES (continued)

### 1.4 Going Concern Basis

The directors have reviewed the Company's cash flow and operating forecasts and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future (for the period ending 31 December 2023). In addition, the Directors of Renew Holdings plc have provided a letter of support to the Company stating that Renew Holdings plc will provide support for the Company should it be required to enable it to continue to meet its liabilities as they fall due until 31 December 2023. Further details of the going concern assessment undertaken by the Directors of Renew Holdings plc are provided in the Annual Report of Renew Holdings plc, for which copies are available on request from the registered office of that company. As a result, the directors believe that the going concern basis is appropriate for the preparation of these financial statements.

### 1.5 Accounting Estimates and Judgements

In the preparation of these financial statements the Board has made certain judgements and estimates which impact the measurement of various assets and liabilities in the balance sheet, the value of transactions recorded in the profit and loss account and the movements in equity as shown in the statement of changes in equity. Estimates and judgements are reviewed by management and the Board on an ongoing basis and changes which may arise in them are reflected in the financial statements for the period in which such changes are made. The Board has determined that the following area is the one in which estimates and judgements have been made and where material impacts could arise in the financial statements were such estimates and judgements to be varied:

FRS 102 requires management to estimate the total expected costs on a contract and the stage of contract completion in order to determine both the turnover and profit to be recognised in an accounting period. The Company has control and review procedures in place to monitor, and evaluate regularly, the estimates being made to ensure that they are consistent and appropriate. This includes reviewing the independent certification of the value of work done, the progress of work against contracted timescales and the costs incurred against plan.

### 1.6 Turnover

Turnover represents the invoiced amount of goods sold and services provided less returns and allowances, excluding value added tax. In the case of construction contracts, turnover is recognised when the outcome of the contract can be estimated reliably and represents the sales value of work done during the year by reference to the stage of completion of the contract activity. Stage of completion is calculated through measurements of work performed. Turnover is generated entirely in the UK, and the company continues to operate within a single business segment, construction and civil engineering.

### 1.7 Construction Contract Debtors

Construction contract debtors represent the gross unbilled amount for contract work performed to date. They are measured at cost plus profit recognised to date less a provision for foreseeable losses and less progress billings. Variations are included in contract turnover when they are reliably measurable and it is probable that the customer will approve the variation itself and the revenue arising from the variation. Claims are included in contract turnover only when they are reliably measurable and negotiations have reached the stage such that it is probable that the customer will accept the claim. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Company's contract activities based on normal operating capacity.

Construction contract debtors are presented as part of debtors in the balance sheet. If payments received from customers exceed the income recognised, then the difference is presented as payments received on account in the balance sheet.

# Notes to the financial statements (Continued)

Year ended 30 September 2022

## 1 ACCOUNTING POLICIES (continued)

### 1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

### 1.9 Impairment excluding Stocks and Deferred Tax Assets

#### Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

### 1.10 Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

Leasehold improvements	5 – 10 years
Furniture and equipment	4 – 7 years
Motor vehicles	3 – 4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

### 1.11 Goodwill

Goodwill acquired in a business combination is stated at cost less any accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis over its useful life. Goodwill has no residual value. The finite useful life of goodwill is estimated to be 20 years. The useful life of goodwill is based upon the Directors' estimate at the time of the business combination and the Company has taken advantage of the exemption provided on adoption of FRS 102 to retain that estimate as they consider it still to be appropriate. The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date. Goodwill is tested for impairment in accordance with FRS 102 Section 27 Impairment of assets when there is an indication that goodwill may be impaired.

## Notes to the financial statements (Continued)

Year ended 30 September 2022

### 1 ACCOUNTING POLICIES (continued)

#### 1.12 Pension Commitments

The Company operates defined contribution schemes in respect of certain employees. A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

#### 1.13 Leased Assets

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease.

At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease.

##### Operating leases

Payments made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

##### Finance leases

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

## Notes to the financial statements (Continued)

Year ended 30 September 2022

### 1 ACCOUNTING POLICIES (continued)

#### 1.14 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.

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, except as noted below, on timing differences that have arisen but not reversed by the balance sheet date, where the timing differences result in an obligation to pay more tax, or a right to pay less tax, in the future. Timing differences arise because of differences between the treatment of certain items for accounting and taxation purposes.

In accordance with FRS 102 'The Financial Standard', deferred tax is not provided on permanent timing differences.

Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured at the tax rates that are expected to apply in the periods when the timing differences are expected to reverse, based on tax rates and law enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

#### 1.15 Basic Financial Instruments – Trade and Other Debtors/Creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors.

#### 1.16 Related Party Transactions

Interest is not charged on balances outstanding with fellow subsidiaries as they are repayable on demand.

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

<b>2</b>	<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>2022</b>	<b>2021</b>
		<b>£000</b>	<b>£000</b>
	Profit on ordinary activities before taxation is stated after charging/(crediting):		
	Fees payable to the company's auditor – audit services	43	40
	Amortisation of goodwill	99	99
	Depreciation of owned assets	182	181
	Loss/(profit) on sale of tangible fixed assets	6	(7)
	Operating lease rentals – land and buildings	389	374
	Operating lease rentals – other	351	371
	Group management charge	217	153
		<hr/>	<hr/>
<b>3</b>	<b>DIRECTORS AND EMPLOYEES</b>	<b>2022</b>	<b>2021</b>
		<b>No.</b>	<b>No.</b>
	The average monthly number of employees, including directors, during the year was as follows:		
	Service	288	255
	Administration	34	31
		<hr/>	<hr/>
		322	286
		<hr/>	<hr/>
		<b>£000</b>	<b>£000</b>
	Staff costs, including directors' remuneration, were as follows:		
	Wages and salaries	14,377	12,042
	Social security costs	1,717	1,368
	Other pension costs	1,469	1,231
		<hr/>	<hr/>
		17,563	14,641
		<hr/>	<hr/>

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

**3 DIRECTORS AND EMPLOYEES (continued)**

	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>
<b>Directors' emoluments:</b>		
Aggregate emoluments	173	172
Pension contributions to money purchase schemes	17	16
	<u>190</u>	<u>188</u>

The number of directors that accrued benefits under company pension schemes during the year was 1 (2021: 1).

	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>
<b>Highest paid director:</b>		
Aggregate emoluments	173	172
Pension contributions to money purchase schemes	17	16
	<u>190</u>	<u>188</u>

The emoluments of P Scott have been borne by the ultimate holding company, Renew Holdings plc, and the details of his remuneration are disclosed in that company's accounts. He considers that the level of his qualifying services to the Company are negligible compared to his main role. There are no management charges from the parent undertaking for his services. Consequently, he determines that given the level of service required, that his remuneration for qualifying services is £Nil (2021: £Nil).

**4 TAXATION****Total tax charge recognised in the profit and loss account, other comprehensive income and equity**

	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>
Current tax:		
Current tax on income for the year	235	288
Adjustment in respect of prior year	(29)	25
	<u>206</u>	<u>313</u>
Deferred tax:		
Origination and reversal of timing differences	24	26
	<u>24</u>	<u>26</u>
<b>Total tax charge</b>	<u><u>230</u></u>	<u><u>339</u></u>

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

**4 TAXATION (continued)**

	2022 £000	2022 £000	2022 £000	2021 £000	2021 £000	2021 £000
	Current tax	Deferred tax	Total Tax	Current tax	Deferred tax	Total Tax
Recognised in profit and loss account	206	24	230	313	26	339

**Reconciliation of effective tax rate**

	2022 £000	2021 £000
Profit on ordinary activities before taxation	1,222	1,551
Tax using UK corporation tax rate of 19.0% (2021: 19.0%)	232	295
Permanent differences	19	(19)
Other timing differences	(16)	12
Deferred tax timing differences	24	26
Under/(over) provided in prior year	(29)	25
Total tax charge included in profit and loss account	230	339

A deferred tax asset of £50,000 (2021: £74,000) has been recognised in relation to accelerated capital allowances. See note 10.

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

**5 INTANGIBLE FIXED ASSETS**

	<b>Goodwill £000</b>
<b>Cost</b>	
At 1 October 2021 and 30 September 2022	1,972
<b>Amortisation</b>	
At 1 October 2021	1,409
Charge for year	99
At 30 September 2022	1,508
<b>Net book value</b>	
At 30 September 2022	464
At 30 September 2021	563

**6 TANGIBLE FIXED ASSETS**

	<b>Leasehold improvements £000</b>	<b>Furniture and equipment £000</b>	<b>Motor vehicles £000</b>	<b>Total £000</b>
<b>Cost</b>				
At 1 October 2021	318	1,154	50	1,522
Additions	-	128	-	128
Disposals	-	(119)	-	(119)
At 30 September 2022	318	1,163	50	1,531
<b>Depreciation</b>				
At 1 October 2021	258	699	50	1,007
Charge for year	22	160	-	182
Disposals	-	(113)	-	(113)
At 30 September 2022	280	746	50	1,076
<b>Net book value</b>				
At 30 September 2022	38	417	-	455
At 30 September 2021	60	455	-	515

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

7	STOCK	2022 £000	2021 £000
	Raw materials and consumables	239	222
		<u>239</u>	<u>222</u>
8	DEBTORS	2022 £000	2021 (restated*) £000
	<b>Amounts due within one year</b>		
	Trade debtors	8,056	8,570
	Amounts recoverable on contracts	7,977	6,302
	Other debtors	20	24
	Deferred tax (see note 10)	50	74
	Prepayments and accrued income	308	337
		<u>16,411</u>	<u>15,307</u>

\*In the prior year, £3,530,000 of payments received on account were incorrectly offset against amounts recoverable on contracts when they should have been disclosed as payments received on account. See note 1.

9	CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR	2022 £000	2021 (restated*) £000
	Bank loans and overdrafts	-	355
	Payments received on account	1,923	3,530
	Trade creditors	6,051	4,504
	Amounts owed to group undertakings	217	153
	Other taxes and social security	1,596	950
	Current taxation	201	288
	Other creditors	186	112
	Accruals and deferred income	2,529	1,113
		<u>12,703</u>	<u>11,005</u>

\*In the prior year, £3,530,000 of payments received on account were incorrectly offset against amounts recoverable on contracts when they should have been disclosed as payments received on account. See note 1.

Under the terms of the Renew Holdings plc's group banking agreement, security has been granted over the Company's assets to the Group's bankers.

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

**10 DEFERRED TAX**

The movement in the deferred tax asset is as follows:

	<b>Deferred tax asset</b>
	<b>£000</b>
At 1 October 2021	74
Profit and loss charge	(24)
	<hr/>
At 30 September 2022	50
	<hr/> <hr/>

	<b>2022 £000</b>	<b>2021 £000</b>
Accelerated capital allowances	50	74
	<hr/> <hr/>	<hr/> <hr/>

**11 SHARE CAPITAL**

	<b>2022 £000</b>	<b>2021 £000</b>
<b>Equity shares</b>		
Allotted, issued and fully paid:		
990 B preferred Ordinary shares of £1 each	1	1
5,601 C Ordinary shares of £1 each	5	5
2,800 D Ordinary shares of £1 each	3	3
1,000,000 F preferred Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
	1,009	1,009
	<hr/> <hr/>	<hr/> <hr/>

The B preferred Ordinary shares of £1 and the F preferred Ordinary shares of £1 carry no right to vote, are not redeemable and have priority to a fixed dividend of £0.0001 per share.

**12 DIVIDENDS**

	<b>2022 £000</b>	<b>2021 £000</b>
Dividends paid at 123.84p (2021: 99.07p) per ordinary share	1,250	1,000
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the financial statements** (Continued)

Year ended 30 September 2022

**13 OTHER FINANCIAL COMMITMENTS**

Non-cancellable operating lease rentals are payable as follows:

	2022		2021	
	Land and buildings £000	Other £000	Land and Buildings £000	Other £000
Less than one year	344	162	339	238
Between one and five years	515	33	854	176
	<u>859</u>	<u>195</u>	<u>1,193</u>	<u>414</u>

During the year £740,000 (2021: £745,000) was recognised as an expense in the profit and loss account in respect of operating leases.

**Capital commitments**

The Company's contractual commitments to purchase tangible fixed assets at 30 September 2022 were £21,000 (2021: £26,000).

**14 CONTINGENT LIABILITIES**

Under the terms of a group debenture and guarantee, a fixed and floating charge over the assets of the company has been granted to HSBC UK Bank plc, National Westminster Bank plc and Lloyds Banking Group plc.

**15 PENSION COMMITMENTS**

The company does not operate its own pension schemes.

The company contributes directly to personal money purchase pension plans on behalf of certain directors and employees who have opted to sacrifice a portion of their salary accordingly.

During the year the company made payments of £1,455,000 (2021: £1,200,000) into defined contribution pension schemes. There were £125,000 (2021: £111,000) of liabilities outstanding at the year-end.

**16 CASH FLOW STATEMENT**

The company is a wholly owned subsidiary of Renew Holdings plc and is included in the consolidated financial statements of Renew Holdings plc which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard'.

## Notes to the financial statements (Continued)

Year ended 30 September 2022

### 17 RELATED PARTY TRANSACTIONS

The company is exempt under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard' from disclosing related party transactions with Renew Holdings plc or subsidiaries which are 100% owned by Renew Holdings plc.

There are no other related party transactions.

### 18 PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Renew Holdings plc incorporated in England and Wales. The smallest and largest group for which consolidated financial statements are prepared is Renew Holdings plc.

The registered address for the Company and Renew Holdings plc which is the ultimate holding company, is 3175 Century Way, Thorpe Park, Leeds, LS15 8ZB. Copies of the financial statements can be obtained from the Company Secretary at that address.