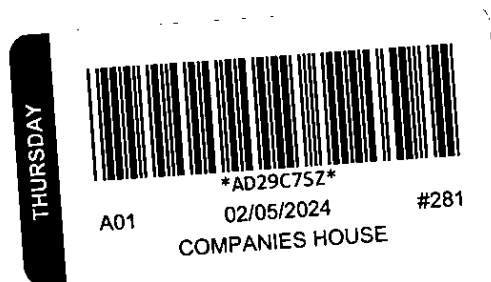


REGISTERED NUMBER: 04606422 (England and Wales)

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023
FOR
OUGHTRED AND HARRISON HOLDINGS LIMITED**



**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

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UGHTRED AND HARRISON HOLDINGS LIMITED

**COMPANY INFORMATION
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

DIRECTORS:

M R Brickhill
C Scaife

REGISTERED OFFICE:

5 Larsen Road
Goole
East Riding
DN14 6XG

REGISTERED NUMBER:

04606422 (England and Wales)

ACCOUNTANTS:

DJH Mitten Clarke Huddersfield Limited
Bates Mill
Colne Road
Huddersfield
HD1 3AG

**STRATEGIC REPORT
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

The directors present their strategic report for the period 1 March 2022 to 27 February 2023.

STRATEGY AND OBJECTIVES

The company's subsidiary specialises in the manufacture of vehicles for the emergency services. The subsidiary plans to increase the range and production capacity of specialist vehicles it can produce through efficient engineered solutions for serial production, whilst concentrating on industry leading quality and unrivalled customer service.

BUSINESS REVIEW

Oughtred and Harrison Holdings Limited is a non-trading company.

During the period the parent company of the whole group, Portus Felix Limited carried out a strategic restructure with a view to simplifying the group structure. This, along with improved business performance, will enable a stable platform for future growth of the group.

The directors consider that the period-end financial position remains satisfactory. Venari Group Limited and its subsidiaries (together the "Group"), of which the company is a member, is managed and strategy set at group level rather than at an individual business unit level. therefore further review of the business, future developments and consideration of financial and non-financial KPI's are included in the financial statements of Venari Group Limited.

Position of the business at the period-end date 27 February 2023

At 27 February 2023 the company had net assets of £43,660 (2022 - £1,999,389).

FUTURE DEVELOPMENTS

The company is expected to continue to be non-trading for the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors of Venari Group Limited manage the group's strategy and risks at group level and operations are managed on a divisional basis. rather than at an individual business unit level. For this reason, the company's directors believe that discussion of the group's strategy, risk and uncertainties is not necessary or appropriate for an understanding of the development, performance or position of the company's business.

ON BEHALF OF THE BOARD:

Mark Brickhill

.....
M R Brickhill - Director

Date: 30/04/2024
.....

**REPORT OF THE DIRECTORS
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

The directors present their report with the financial statements of the company for the period 1 March 2022 to 27 February 2023.

DIVIDENDS

No dividends will be distributed for the period ended 27 February 2023 (2022 - £Nil).

DIRECTORS

M R Brickhill and C Scaife were appointed as directors after 27 February 2023 but prior to the date of this report.

K E Davy, S C Turvey, O J North and J A Houston ceased to be directors after 27 February 2023 but prior to the date of this report.

DISCLOSURE IN THE STRATEGIC REPORT

The following information is not shown in the Report of the Directors as it is shown in the Strategic Report in accordance with S414C(11) of the Companies Act 2006:

- an indication of likely future developments in the business of the company.

ON BEHALF OF THE BOARD:

Mark Brickhill

.....
M R Brickhill - Director

Date: 30/04/2024
.....

**CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS
ON THE UNAUDITED FINANCIAL STATEMENTS OF
OUGHTRED AND HARRISON HOLDINGS LIMITED**

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Oughtred and Harrison Holdings Limited for the period ended 27 February 2023 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed within the ICAEW's regulations and guidance at <http://www.icaew.com/en/membership/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors of Oughtred and Harrison Holdings Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Oughtred and Harrison Holdings Limited and state those matters that we have agreed to state to the Board of Directors of Oughtred and Harrison Holdings Limited, as a body, in this report in accordance with ICAEW Technical Release 07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Oughtred and Harrison Holdings Limited and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Oughtred and Harrison Holdings Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Oughtred and Harrison Holdings Limited. You consider that Oughtred and Harrison Holdings Limited is exempt from the statutory audit requirement for the period.

We have not been instructed to carry out an audit or a review of the financial statements of Oughtred and Harrison Holdings Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

DJH Mitten Clarke Huddersfield Limited

DJH Mitten Clarke Huddersfield Limited
Bates Mill
Colne Road
Huddersfield
HD1 3AG

Date: 30/04/2024

UGHTRED AND HARRISON HOLDINGS LIMITED (REGISTERED NUMBER: 04606422)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

	Notes	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
TURNOVER		-	-
OPERATING PROFIT		-	-
Amounts written off investments	4	1,955,729	-
LOSS BEFORE TAXATION		(1,955,729)	-
Tax on loss	5	-	-
LOSS FOR THE FINANCIAL PERIOD		(1,955,729)	-
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(1,955,729)	-

The notes form part of these financial statements

OUGHTRED AND HARRISON HOLDINGS LIMITED (REGISTERED NUMBER: 04606422)**BALANCE SHEET
27 FEBRUARY 2023**

	Notes	27.2.23 £	28.2.22 £
FIXED ASSETS			
Investments	6	-	1,955,729
CURRENT ASSETS			
Debtors	7	43,660	43,660
NET CURRENT ASSETS		43,660	43,660
TOTAL ASSETS LESS CURRENT LIABILITIES		43,660	1,999,389
CAPITAL AND RESERVES			
Called up share capital	8	43,660	43,660
Capital contribution reserve	9	1,955,727	1,955,727
Retained earnings	9	(1,955,727)	2
SHAREHOLDERS' FUNDS		43,660	1,999,389

The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the period ended 27 February 2023.

The members have not required the company to obtain an audit of its financial statements for the period ended 27 February 2023 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors and authorised for issue on 30/04/2024 and were signed on its behalf by:

Mark Brickhill

M R Brickhill - Director

The notes form part of these financial statements

FOUGHTRED AND HARRISON HOLDINGS LIMITED (REGISTERED NUMBER: 04606422)

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

	Called up share capital £	Retained earnings £	Capital contribution reserve £	Total equity £
Balance at 1 March 2021	43,660	2	1,955,727	1,999,389
Balance at 28 February 2022	43,660	2	1,955,727	1,999,389
Total comprehensive loss	-	(1,955,729)	-	(1,955,729)
Balance at 27 February 2023	43,660	(1,955,727)	1,955,727	43,660

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

1. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

These financial statements report the results for the period from 01 March 2022 to 27 February 2023. The comparative period relates to the 12 month period from 01 March 2021 to 28 February 2022.

Going concern basis of preparation

The company's principal activity is holding an interest in the group's trading subsidiary Venari O&H Limited. The company has net current assets. The directors have considered the current position of the company and thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of paragraph 3.17(d);
- the requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirement of paragraph 33.7.

The company is a qualifying entity, and the exemptions relate to the Statement of Cash Flows, financial instruments and key management personnel.

Preparation of consolidated financial statements

The financial statements contain information about Oughtred and Harrison Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Venari Group Limited (a company incorporated in Great Britain), 5 Larsen Road, Goole, East Riding, DN14 6XG.

Significant judgements in applying the entity's accounting policies

Per note 6 the directors have decided that the valuation of the investment in Venari O&H Limited is no longer appropriate. The decision has been taken by assessing the future trading forecasts and balance sheet of the subsidiary, which is the main trading company of the group.

Key accounting estimates and assumptions

Accounting estimates, by definition, will often vary from the actual results. They are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The nature of the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below. The carrying amount of the estimates and assumptions at the period end are disclosed in the relevant note to the accounts.

Impairment of fixed asset investments

The company tests investments for impairment if there are indications that they might be impaired. Investments are tested for impairment by comparing the carrying amount with the recoverable amount based on expected cash flows.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

2. ACCOUNTING POLICIES - continued

Investments in subsidiaries

Fixed asset investments are stated at cost less provision for impairment.

Financial instruments

The company has chosen to adopt Section 11 of FRS 102 in respect of financial instruments.

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. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

General information

The company is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is 5 Larsen Road, Goole, East Riding, DN14 6XG. The company's registered number is 04606422.

3. EMPLOYEES AND DIRECTORS

There were no employees or staff costs (including directors' remuneration) for the period ended 27 February 2023 nor for the year ended 28 February 2022.

4. AMOUNTS WRITTEN OFF INVESTMENTS

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
Amounts written off investments	1,955,729	-

5. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose for the period ended 27 February 2023 nor for the year ended 28 February 2022.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

5. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

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

	Period 1.3.22 to 27.2.23 £
Loss before tax	(1,955,729)
Loss multiplied by the standard rate of corporation tax in the UK of 19%	(371,589)
Effects of:	
Expenses not deductible for tax purposes	371,589
Total tax charge	-

Finance Act 2021 provides that from 1 April 2023, the main rate of Corporation Tax will increase to 25%.

6. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 March 2022 and 27 February 2023	1,955,729
PROVISIONS	
Impairments	1,955,729
At 27 February 2023	1,955,729
NET BOOK VALUE	
At 27 February 2023	-
At 28 February 2022	1,955,729

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Venari O&H Limited

Registered office: 5 Larsen Road, Goole, DN14 6XG.

Nature of business: Vehicle conversion and modification

	% holding
Class of shares:	
Ordinary	100.00

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	27.2.23	28.2.22
	£	£
Amounts owed by group undertakings	43,660	43,660

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	27.2.23	28.2.22
			£	£
20,000	Ordinary shares	£1	20,000	20,000
23,660	Ordinary 'A' shares	£1	23,660	23,660
			43,660	43,660

The different share categories have equal rights in all respects. There are no restrictions on the distribution of dividends and the repayment of capital.

9. RESERVES

	Retained earnings £	Capital contribution reserve £	Totals £
At 1 March 2022	2	1,955,727	1,955,729
Deficit for the period	(1,955,729)	-	(1,955,729)
At 27 February 2023	(1,955,727)	1,955,727	-

The capital contribution reserve arose in the period ending 30 April 2019 when shareholder loans due to the previous parent company, Endless LLP, were waived and converted to capital as part of the balance sheet restructure.

10. ULTIMATE PARENT COMPANY

Venari Group Limited is regarded by the directors as being the company's immediate parent company. Venari Group Limited prepares consolidated financial statements and copies can be obtained from Companies House. The address of the parent's registered office is 5 Larsen Road, Goole, DN14 6XG.

At the year end Portus Felix Limited, a company incorporated in Great Britain, is regarded by the directors as being the company's ultimate parent company.

Portus Felix Limited prepares consolidated financial statements and copies can be obtained from Companies House. The address of the parent's registered office is First Floor Office Suite, Mill B Colne Road Buildings, Colne Road, Huddersfield, HD1 3AG.

11. CONTINGENT LIABILITIES

The company has provided a guarantee against a mortgage for Venari O&H Limited, a subsidiary company. A fixed and floating charge over all of the assets of the company has been given as security. The total amount outstanding at the period end amounted to £323,750 (2022 - £428,750).

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023**

12. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned companies within the group.