

Ashgrove Groundworks Limited

**Directors' report and financial
statements**

Registered number 04941077

30 April 2021

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Directors' Report

The directors present their annual report and the audited financial statements for the year ended 30 April 2021. The directors consider that the company meets all of the criteria to qualify for the exemption from preparing a strategic report.

Principal activities and business review

The company's principal activity is groundworks construction on residential housing developments.

The company made a profit before tax in the year of £293,000 (2020: £245,000). At 30 April 2021 the company has net assets of £483,000 (2020: £243,000).

Proposed dividend

The directors do not recommend the payment of a dividend for the year (2020: £nil).

Directors

The directors who held office during the year were as follows:

SJ Rodden
MT Taylor
MJH Holden

Disclosure of information to auditor

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

Auditor

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

By order of the board



SJ Rodden
Director

Building 102
Wales One Business Park
Magor
Monmouthshire
NP26 3DG

29 November 2021

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 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;
- 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.



KPMG LLP

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Britannia Quay
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CF10 4AX
United Kingdom

Independent auditor's report to the members of Ashgrove Groundworks Limited

Opinion

We have audited the financial statements of Ashgrove Groundworks Limited ("the company") for the year ended 30 April 2021 which comprise the Profit and loss account, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Independent auditor's report to the members of Ashgrove Groundworks Limited

(continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that revenue from groundworks construction on residential housing developments is recorded in the wrong period and the risk that management may be in a position to make inappropriate accounting entries.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's license to operate. We identified the following areas as those most likely to have such an effect: health and safety, employment law, regulatory capital and liquidity and construction related regulations, recognising the regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Independent auditor's report to the members of Ashgrove Groundworks Limited *(continued)*

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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 that report has 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

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.

Independent auditor's report to the members of Ashgrove Groundworks Limited (continued)

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Jeremy Thomas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

29 November 2021

Profit and loss account
for the year ended 30 April 2021

	<i>Note</i>	2021 £000	2020 £000
Turnover	2	11,748	9,738
Cost of sales		(11,042)	(9,204)
Gross profit		706	534
Administrative expenses		(414)	(372)
Other operating income	3	1	83
Profit before taxation	3-5	293	245
Tax on profit	6	(53)	(47)
Profit and total comprehensive income for the financial year		240	198

The notes form part of the financial statements.

The results above relate wholly to continuing operations.

Balance sheet
at 30 April 2021

	<i>Note</i>	2021 £000	2020 £000
Fixed assets			
Tangible fixed assets	7	2	4
Current assets			
Stock	8	184	118
Debtors	9	1,992	1,066
Cash at bank and in hand		309	34
		<u>2,485</u>	<u>1,218</u>
Creditors: amounts falling due within one year	10	(2,004)	(979)
Net current assets		<u>481</u>	<u>239</u>
Net assets		<u>483</u>	<u>243</u>
Capital and reserves			
Called up share capital	11	-	-
Profit and loss account		483	243
Shareholder's funds		<u>483</u>	<u>243</u>

The notes form part of the financial statements.

These financial statements were approved by the board of directors on 29 November 2021 and were signed on its behalf by:



SJ Rodden
Director

Statement of changes in equity
for the year ended 30 April 2021

	Called up Share Capital £000	Profit and Loss Account £000	Total Equity £000
Balance at 1 May 2019	-	45	45
Profit for the financial year, being total comprehensive income for the year	-	198	198
Balance at 30 April 2020 and 1 May 2020	-	243	243
Profit for the financial year, being total comprehensive income for the year	-	240	240
Balance at 30 April 2021	-	483	483

Notes

(forming part of the financial statements)

1 Accounting policies

Ashgrove Groundworks Limited (the "Company") is a company limited by shares and incorporated, domiciled and registered in the UK (Wales).

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"). 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, Edenstone Holdings Ltd, includes the Company in its consolidated financial statements. The consolidated financial statements of Edenstone Holdings Ltd are available to the public and may be obtained from Building 102, Wales One Business Park, Magor, Monmouthshire, NP26 3DG. 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 Edenstone Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of 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.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 14.

Measurement convention

The financial statements are prepared on the historical cost basis.

Notes (continued)

1 Accounting policies (continued)

Going concern

As at 30 April 2021, the company had net current assets of £481,000 (2020: £239,000), including cash of £309,000 (2020: £34,000), net assets of £483,000 (2020: £243,000) and reported a profit for the year then ended of £240,000 (2020: £198,000). The directors have prepared the financial statements on a going concern basis which they consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides and the anticipated impact of COVID-19 on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

The Company performs groundworks construction on residential housing developments, predominantly for other entities within the group headed by the Company's immediate parent, Edenstone Holdings Limited. The Company's revenues and profits are therefore dependent on the development activity of other companies within the group of which it is a member.

The impact of the Coronavirus pandemic on the Company's financial results had largely subsided in relation to the year ended 30 April 2021. The first national lockdown, which came into force in March 2020 effectively extended build programmes by approximately three months as construction ceased and sales outlets were closed in line with Government guidelines. However, construction re-commenced at the beginning of the financial year and in subsequent lockdowns all development and sales operations have continued, with measures on sites to operate safely and effectively.

The directors of Edenstone Holdings Limited have prepared group cash flow forecasts which cover a period of at least 12 months from the date of approval of these financial statements. In preparing these cash flow forecasts the directors have considered reasonably possible downside scenarios resulting from the ongoing impact of COVID-19. Specifically, the directors have considered scenarios in which further lockdowns during 2021/22 and 2022/23 cause the number of private sale completions to fall by 4% in 2021/22 and 10% in 2022/23. Under this scenario the group has sufficient resources available to continue trading and meet its liabilities as they fall due over the forecast period.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Government Grants

Grants relating to revenue are recognised under the accrual method. Grants related to income are recognised on a systematic basis over the periods in which the entity recognises the related costs for which the grant is intended to compensate. Such income is presented as part of profit and loss within other income or credited to the cost category of the cost to which the grant relates. Grants relating to assets are recognised in income on a systematic basis over the expected useful life of the asset.

Trade and other debtors/ creditors

Trade and other debtors/ 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. 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 of interest for a similar debt instrument.

Notes (continued)

1 Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and estimated selling price (less costs to complete and sell). Cost comprises raw materials.

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business. Turnover excludes value added tax.

Revenue for groundwork services is recognised when the related service is performed.

Taxation

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

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

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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

Notes (continued)

2 Turnover

Turnover is derived solely from groundworks construction on residential housing developments within the UK.

3 Expenses and auditor's remuneration

	2021 £000	2020 £000
<i>Included within profit/ loss are the following</i>		
Auditor's remuneration:		
Audit of these financial statements	-	-
Government grants receivable	1	83
	<hr/>	<hr/>

Auditor's remuneration of £7,500 (2020: £5,000) was borne by a fellow group company, Edenstone Homes Limited.

4 Directors and employees

Directors' emoluments were £114,000 (2020: £112,000). The company contributed £nil (2020: £nil) to pension plans on behalf of the directors during the year.

5 Staff numbers and costs

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

	Number of employees	
	2021	2020
Management	1	1
Administration	5	4
Operations	53	61
	<hr/>	<hr/>
	59	66
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows:

	£000	£000
Wages and salaries	2,201	2,332
Social security costs	228	236
Other pension costs	49	41
	<hr/>	<hr/>
	2,478	2,609
	<hr/>	<hr/>

Notes (continued)

6 Taxation

Total tax recognised in the profit and loss account

	2021 £000	2020 £000
<i>Current tax</i>		
Current tax on income for the year	54	-
Adjustments in respect of prior periods	-	(9)
	<hr/>	<hr/>
Total current tax	54	(9)
	<hr/>	<hr/>
<i>Deferred tax</i>		
Origination and reversal of timing differences	(1)	47
Adjustments in respect of prior periods	-	9
	<hr/>	<hr/>
Total deferred tax	(1)	56
	<hr/>	<hr/>
Total tax charge	53	47
	<hr/>	<hr/>

Reconciliation of effective tax rate

	2021 £000	2020 £000
Profit for the year	240	198
Total tax	53	47
	<hr/>	<hr/>
Profit excluding taxation	293	245
Tax using the UK corporation tax rate of 19% (2020: 19%)	56	47
Adjustments in respect of prior periods	(3)	-
	<hr/>	<hr/>
Total tax included in profit and loss account	53	47
	<hr/>	<hr/>

Factors that may affect future tax charges

A UK corporation rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%. An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. These changes will have a consequential effect on the company's future tax charge.

Notes (continued)

7 Tangible fixed assets

	Office equipment
	£000
<i>Cost</i>	
At beginning of year	8
Additions	-
	<hr/>
At end of year	8
	<hr/>
<i>Depreciation</i>	
At beginning of year	4
Charge for the year	2
	<hr/>
At end of year	6
	<hr/>
<i>Net book value</i>	
At 30 April 2021	2
	<hr/>
At 30 April 2020	4
	<hr/>

8 Stocks

	2021	2020
	£000	£000
Raw materials	184	118
	<hr/>	<hr/>

9 Debtors

	2021	2020
	£000	£000
Trade debtors	-	-
Prepayments	9	10
Other debtors	87	237
Amounts owed by group undertakings	1,895	819
Deferred tax asset	1	-
	<hr/>	<hr/>
	1,992	1,066
	<hr/>	<hr/>

Amounts owed by group undertakings have no fixed repayment date and no interest is charged.

Notes (continued)

10 Creditors: amounts falling due within one year

	2021 £000	2020 £000
Trade creditors	1,950	846
Corporation tax	54	-
Other creditors and accruals	-	87
Amounts owed to group undertakings	-	46
	<u>2,004</u>	<u>979</u>

Amounts owed to group undertakings have no fixed repayment date and no interest is charged.

11 Called up share capital

	2021 £	2020 £
<i>Allotted, called up and fully paid</i>		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

12 Related Parties

The company has taken advantage of the exemption contained in Section 33 of FRS102 and has therefore not disclosed transactions with other wholly owned entities within the same group.

13 Ultimate parent undertaking

The parent undertaking of the company which heads the largest and smallest group of undertakings for which group financial statements are drawn up, and of which the company is a member, is Edenstone Holdings Limited. The consolidated financial statements of Edenstone Holdings Limited are available to the public and may be obtained from Building 102, Wales One Business Park, Magor, Monmouthshire, NP26 3DG.

14 Accounting estimates and judgements

Estimates and judgements 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. Management considers that there are no key sources of estimation uncertainty or critical accounting judgements.