JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES DIRECTOR'S REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2013

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JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2013

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JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES COMPANY INFORMATION

Director:	J Doherty
Company number	06279909
Registered office:	International House Zone 4a, Bayton Road Exhall Coventry CV7 9EJ
Auditors:	Thomas and Young Limited Carleton House 266-268 Stratford Road Shirley Solihull B90 3AD
Bankers:	HSBC Church Green West Redditch Worcestershire B97 4EA
Solicitors:	Kundert Solicitors LLP 3 Copthill House Station Square Coventry CV1 2FD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JULY 2013

The director presents his report and financial statements for the year ended 31 July 2013.

Principal activities and business review

The principal activity of the company was that of a holding company

The principal activity of its subsidiary undertakings continued to be that of civil engineering and underground tunnelling.

Results and dividends

The results for the period are set out on page 6

Future developments

The group has made many improvements in the year. We have been accredited OHSAS 18001 and received an award from our framework client for Exceptional Health and Safety in 2013.

The group are maintaining an exceptional safety record with the support of our clients, suppliers and workforce. We also remain committed to the pursuit of our environmental targets in the reduction of waste on our sites and offices and energy saving where possible reducing our carbon footprint.

The group is aiming to achieve ISO 14001 and continue to make continual improvements throughout the business.

Director

The following director has held office since 1 August 2012:

J Doherty

Auditors

The auditors, Thomas and Young Limited, are deemed to be reappointed under s.487(2) of the Companies Act 2006.

Statement of Director's responsibilities

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

The director is 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 He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Statement of disclosure to auditors

So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

J Doherty **Director**

4/12/13

INDEPENDENT AUDITORS' REPORT

Independent Auditors' Report to the members of John Doherty Holdings Limited and Subsidiaries

We have audited the financial statements of John Doherty Holdings Limited and subsidiaries for the year ended 31 July 2013, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Total Recognised Gains and Losses, Consolidated and Company Balance Sheet, the Consolidated Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Director's Responsibilities Statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group and the company's affairs as at 31 July 2013 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial period for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITORS' REPORT

Independent Auditors' Report (Continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

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J Carty ACA FCCA (Senior Statutory Auditor) for and on behalf of Thomas and Young Limited

4 Secenter 2013

Chartered Accountants Statutory Auditor

Carleton House 266-268 Stratford Road Shirley Solihull B90 3AD

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 JULY 2013

	Note	2013 £	2012 £
Turnover	2	8,642,465	7,975,839
Cost of sales		(7,442,798)	(6,646,234)
Gross profit		1,199,667	1,329,605
Administrative expenses		(972,325)	(1,017,010)
Operating profit	3	227,342	312,595
Other interest receivable and similar income Interest payable and similar charges	4 5	21 (51,748)	(28,514)
Profit on ordinary activities before taxation		175,615	284,081
Tax on profit on ordinary activities	6	(48,116)	(59,169)
Profit for the year	16	127,499	224,912

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

JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 JULY 2013

	2013 £	2012 £
Profit for the year	127,499	224,912
Unrealised deficit on revaluation of properties		(198,835)
Total recognised gains and losses relating to the year	127,499	26,077

CONSOLIDATED BALANCE SHEET

AT 31 JULY 2013

	Note	2013 £	£ £	2012 £
Fixed assets	Note			
Tangible assets	8	2,113,8	25	2,280,727
		2,113,8	25	2,280,727
Current assets		.== .0.4	00.460	
Stocks	10	150,494	89,460	
Debtors	11	2,705,523	1,650,735	
Cash at bank and in hand		10,096	6,815	
		2,866,113	1,747,010	
Creditors: amounts falling due	12	(2,439,935)	(1,410,213)	
within one year	12	(2,435,533)		,
Net current assets		426,1	.78	336,797
Total assets less current liabilities	es	2,540,0	003	2,617,524
Creditors: amounts falling due after more than one year	13	(1,050,	582)	(1,187,106)
Provisions for liabilities	14	(189,0	000)	(187,500)
		1,300,4	121	1,242,918
Capital and reserves Called up share capital Profit and loss account	15 16	1,300,	100 321	100 1,242,818
Shareholders' funds	17	1,300,	1 21	1,242,918

Approved by the Board and authorised for issue on

4 12 13

J Doherty **Director**

Company Registration No. 06279909

COMPANY BALANCE SHEET

AT 31 JULY 2013

	Note	£	2013 £	£	2012 £
Fixed assets					
Tangible assets	8		751,095		751,095
Investments	9		2,100		2,100
					752.405
Commanda acada			753,195		753,195
Current assets Debtors	11	72,563		100	
Cash at bank and in hand	11	72,303		925	
Cash at bank and in hand					
		72,563		1,025	
Creditors: amounts falling due within one year	12	(64,301)		(289,056)	
Net current (liabilities)/assets			8,262		(288,031)
Total assets less current liabilit	ties		761,457		465,164
Creditors: amounts falling due after more than one year	13		(714,465)		(445,752)
			46,992		19,412
Capital and reserves	45		100		100
Called up share capital	15 16		100 46,892		100 19,312
Profit and loss account	10		40,032		
Shareholders' funds	17		46,992		19,412

J Doherty **Director**

Company Registration No. 06279909

CONSOLIDATED CASHFLOW STATEMENT

		2013		2012
	£	£	£	£
Net cash inflow from operating activities		110,551		229,576
Return on investments and servicing of finance				
Interest received Interest paid	21 (51,747)	-	- (28,514)	
Net cash outflow from returns on investments and servicing of finance		(51,726)		(28,514)
Taxation		(52,841)		(9,737)
Capital expenditure Payments to acquire tangible assets Receipts from sales of tangible assets	(17,219) 33,046		(48,200) 1,000	
Net cash inflow/(outflow) for capital expenditu	re	15,827		(47,200)
Equity dividends paid		(69,996)		(17,499)
Net cash (outflow)/inflow before management of liquid resources and financing		(48,185)		126,626
Financing				
Other new short term loans Other new long term loans Repayment of long term bank loans Repayment of other long term loans Repayment of other short term loans Capital element of hire purchase contracts	313,124 (29,883) (321,404) (966) (132,136)		43,398 445,751 (418,296) (56,200) (30,582) (104,536)	
Net cash outflow from financing		(171,265)		(120,465)
(Decrase)/Increase in cash in year		(219,450)		6,161

NOTES TO THE CONSOLIDATED CASHFLOW STATEMENT

FOR THE YEAR ENDED 31 JULY 2013

1 Reconciliation of operating profit to net cash inflow from operating activities:

	2013 £	2012 £
Operating profit	227,342	312,595
Depreciation of tangible assets	167,716	173,270
Profit on disposal of tangible assets	(16,641)	(1,000)
Increase in stocks	(61,034)	(42,444)
(Increase)/decrease in debtors	(1,054,788)	(420,656)
Increase/(decrease) in creditors within one year	847,956	207,811
Net cash inflow from operating activities	110,551	229,576

2 Analysis of net debt

Not ready	1 August 2012 £	Cash flow £	Other non- cash changes £	31 July 2013 £
Net cash: Cash at bank and in hand Bank overdrafts	7,114 (299)	2,982 (222,432)	-	10,096 (222,731)
	6,815	(219,450)		(212,635)
Debt: Finance leases Debts falling due within one year Debts falling due after one year	(263,887) (43,399) (1,048,617)	132,136 966 38,163	- - -	(131,751) (42,433) (1,010,454)
	(1,355,903)	171,265	•	(1,184,638)
Net debt	(1,349,088)	(48,185)	-	(1,397,273)

JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES NOTES TO THE CONSOLIDATED CASHFLOW STATEMENT

3	Reconciliation of net cash flow to movement in net debt	2013 £	2012 £
	(Decrease)/Increase in cash in the year	(219,450)	6,161
	Cash outflow from decrease in debt and lease financing	171,265	(80,154)
	Movement in net debt in the year	(48,185)	(73,993)
	Opening net debt	(1,349,088)	(1,275,095)
	Closing net debt	(1,397,273)	(1,349,088)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2013

1 Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 July 2013. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows.

Land and buildings

No depreciation

Plant and machinery

10% reducing balance

Fixtures, fittings &

equipment

10% reducing balance

Computer equipment

15% and 33.3% reducing balance

Motor vehicles

25% reducing balance

Depreciation is not provided on the freehold buildings because, in the opinion of the directors, they are kept in a continual state of sound repair, their lives are so long and residual values so high that their depreciation is insignificant.

1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term ad their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.6 Stock

Stock is valued at the lower of cost and net realisable value

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

1 Accounting Policies (continued)

1.7 Long term contracts

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done after provision for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account.

1.8 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

2 Turnover

The total turnover of the group for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit	2013 £	2012 £
	Operating profit is stated after charging. Depreciation of tangible assets Auditors' remuneration	167,716 8,300	173,270 8,200
	and after crediting: Profit on disposal of tangible assets	(16,641)	(1,000)
4	Investment Income	2013 £	2012 £
	Other interest	21	-
		21	
5	Interest payable	2013 £	2012 £
	On bank loans and overdrafts On other loans wholly repayable within five years Hire purchase interest Other interest	9,087 31,026 11,579 56	438 25,510 2,566
		51,748	28,514

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6	Taxation	2013 £	2012 £
	Domestic current year tax U K corporation tax	- 48,116	59,169
	Current tax charge	48,116	59,169
	Deferred tax Deferred tax credit current period		
		48,116	59,169
	Factors affecting the tax charge for the period Profit on ordinary activities before taxation	175,615	284,081
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.00% (2012 – 26.00%)	40,391	73,861
	Effects of: Non deductible expenses Depreciation add back Capital allowances Other tax adjustments	1,382 34,747 (26,807) (1,597)	1,776 44,790 (56,294) (4,964)
	Current tax charge	7,725 	(14,692) ————————————————————————————————————
7	Dividends	2013 £	2012 £
	Ordinary interim paid	69,996	17,499

JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

8. Tangible fixed assets - Group

, 3	Land & Building	Plant & s Machinery £	Fixtures, Fittings & Equipment £	Motor Vehicles £	Total £
Cost				222 274	0.704.770
At 1 August 2012 Additions	816,108	2,607,183 17,219	46,106	322,376 -	3,791,773 17,219
Revaluation	-	-	-	-	-
Disposals		(25,075)		(20,000)	(45,075)
At 31 July 2013	816,108	2,599,327	46,106	302,376	3,763,917
Depreciation					
At 1 August 2012	65,013	1,178,723	20,310	247,000	1,511,046
On disposals Charge for the year	<u>-</u>	(8,670) 146,291	2,580	(20,000) 18,845	(28,670) 167,716 ————
At 31 July 2013	65,013	1,316,344	22,890	245,845	1,650,092
Net Book Value					
At 31 July 2013	751,095	1,282,983	23,216	56,531	2,113,825
At 31 August 2012	751,095	1,428,460	25,796	75,376 ———	2,280,727

Included above are assets held under finance leases or hire purchase contracts as follows:

	Plant & Machinery £	Motor Vehicles £	Total £
Net book values			
At 31 July 2013	315,021	32,137	347,158
At 31 July 2012	350,023	37,874	387,897
Depreciation charge for the year			
At 31 July 2013	35,002	10,713	45,715
At 31 July 2012	38,891	12,625	51,516

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

Tangible fixed assets - Company

			Land & Buildings £	Total £
	Cost At 1 August 2012 Additions Disposals		751,095 - -	751,095 - -
	At 31 July 2013		751,095	751,095
	Depreciation			
	At 1 August 2012 On disposals Charge for the year		- - -	- -
	At 31 July 2013			-
	Net Book Value			
	At 31 July 2013		751,095	751,095
	At 31 July 2012		751,095	751,095
9	Fixed asset investments		2013 £	2012 £
	Shares in Active Tunnelling Limited Shares in Active Tunnelling Construction Limited Shares in	Cost Cost	100 1,000	100 1,000
	Connect Pipeline Limited	Cost	1,000	1,000
			2,100	2,100

The company holds 100% of the ordinary share capital of Active Tunnelling Limited, a company incorporated in England and Wales

The company holds 100% of the ordinary share capital of Active Tunnelling Construction Limited, a company incorporated in England and Wales

The company holds 100% of the ordinary share capital of Connect Pipeline Limited, a company incorporated in England and Wales.

JOHN DOHERTY HOLDINGS LIMITED AND SUBSIDIARIES NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

10 Stocks - Group

	2013 £	2012 £
Finished goods and goods for resale	150,494	89,460

Company

John Doherty Holdings Limited has not held any stock during the year (2012: £nil)

		Company		Group	
11	Debtors	2013	2012	2013	2012
		£	£	£	£
	Trade debtors	-	-	314,695	345,075
	Amounts recoverable on long term contracts	-	-	1,502,557	858,574
	Amounts owed by subsidiary undertakings	72,463	-	-	
	Other debtors	100	100	762,371	357,907
	Prepayments and accrued income	-	-	125,900	89,179
		72,563	100	2,705,523	1,650,735

12 Creditors: Amounts falling	C	ompany	Gr	oup
due within one year	2013 £	2012 £	2013 £	2012 £
Bank loans and overdrafts	45,393	43,398	265,164	43,398
Net obligations under hire purch	nase contracts -	-	91,623	125,398
Trade creditors	-	-	1,136,788	696,729
Amounts owed to subsidiary uni	dertakings 2,000	230,633	-	-
Corporation tax	11,723	4,828	52,944	59,169
Other taxes and social security	costs 2,060	943	364,551	312,775
Other creditors	, <u>-</u>	2,235	141,132	81,716
Accruals and deferred income	3,125	7,019	387,733	91,028
	64,301	289,056	2,439,935	1,410,213

The bank loans and overdrafts are secured by a fixed charge over the company's assets. The hire purchase contracts are secured on the assets concerned.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

13	Creditors: Amounts falling due	Company		Group	
	after more than one year	2013 £	2012 £	2013 £	2012 £
	Bank loans	415,869	445,752	415,869	445,752
	Net obligations under hire purchase contracts Other loans	298,596 	- -	40,128 594,585	138,489 602,865
		714,465	445,752	1,050,582	1,187,106
	Analysis of loans Not wholly repayable within five years by instalments Wholly repayable within five years	246,136 510,762	272,157 216,993	246,136 806,751	272,157 819,858
	Included in current liabilities	756,898 (42,433)	489,150 (43,398)	1,052,887 (42,433)	1,092,015 (43,398)
		714,465 ————	445,752	1,010,454	1,048,617
	Instalments not due within five years	246,136	272,157	246,136	272,157
	Loan maturity analysis				
	In more than one year but not more than two years	42,433	43,399	42,433	43,399
	In more than two years but not more than five years	169,733	173,594	169,733	173,594
	In more than five years	246,136	272,157	246,136	272,157 ———

The bank loans and overdrafts are secured by a fixed charge over the company's assets. The hire purchase contracts are secured on the assets concerned.

Net obligations under hire purchase contracts — Group	2013	2012
	£	£
Repayable within one year	91,623	125,398
Repayable between one and five years	40,128	138,489
	131,751	263,887
Included in liabilities falling due within one year	(91,623)	(125,398)
	40,128	138,489
		

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14	Provisions for liabilities	Defe	Group erred tax liability £
	Balance at 1 August 2012 Profit and loss account		187,500 1,500
	Balance at 31 July 2013		189,000
	The deferred tax liability is made up as follows:	2013 £	2012 £
	Accelerated capital allowances	189,000	187,500
15	Share capital - company	2013 £	2012 £
	Allotted, called up and fully paid 100 Ordinary of £1 each	100	100
16	Statement of movements on reserves		
		Company	Group
		£	£
	Balance at 1 August 2012 Profit for the year Transfer from revaluation reserve Dividends paid	19,312 97,576 - (69,996)	· -
	Balance at 31 July 2013		1,300,321

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

17	Reconciliation of	f movements in (Group shareholders' funds
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1/	Reconciliation of movements in Group snareholders' funds	2013 £	2012 £
	Profit for the financial year Transfer from revaluation reserve Dividends paid	127,499 (69,996)	224,912 (198,835) (17,499)
	Net addition to shareholders' funds	57,503	8,578
	Opening shareholders' funds	1,242,918	1,234,340
	Closing shareholders' funds	1,300,421	1,242,918
18	Directors' emoluments – Group	2013 £	2012 £
	Emoluments for qualifying services	53,824	85,729 ———

19 Transaction with directors

Included in other creditors amounts falling due after more than one year is an amount of £360,494 (2012: £348,774) owing to the director, Mr J Doherty.

The loan is interest free and repayable on demand

Dividends to directors

The following director was paid dividends during the year as outlined in the table below:

	2013 £	2012 £
J Doherty	69,296	17,499
	69,296	17,499

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2013

20 Employees - Group

Number of employees

The average monthly number of employees (including directors) during the year was:

	2013 Number	2012 Number
Direct	26	27
Indirect	8	8
Directors	2	2
	36	37
Employment costs	2013	2012
	£	£
Wages and salaries	1,594,658	1,477,295
Social security costs	143,191	146,078
	1,737,849	1,623,373

No directors or staff are directly employed by the Company

21 Control

The company is under the control of Mr J Doherty, the director and majority shareholder.

22 Related party transactions

During the year the group was charged costs of £1,624,023 (2012' £1,673,965) from Trenchless Plant Limited, a company under common control In addition, the group recharged costs to Trenchless Plant Limited amounting to £569,024 (2012. £597,014). At the balance sheet date there was an amount of £717,141 (2012: £313,839) owed from Trenchless Plant Limited and this is included in debtors due within one year