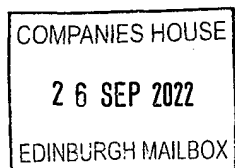


COMPANY REGISTRATION NUMBER SC083579



**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**

**FINANCIAL STATEMENTS**

**31 DECEMBER 2021**



**DENHOLM CONTRACTING LIMITED**  
**(formerly INDUSTRIAL SERVICES LIMITED)**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

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**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**OFFICERS AND PROFESSIONAL ADVISERS**

**Directors**

S A Hill (Resigned 1 July 2022)  
W M McFadyen (Resigned 21 September 2021)  
T McIllduff (Resigned 1 July 2022)  
D L O'Brien (Resigned 1 July 2022)  
K P Daymond (Resigned 1 July 2022)  
S D Jenkins (Resigned 1 July 2022)  
B D R MacLehose (Appointed 1 July 2022)  
S L Preston (Appointed 1 July 2022)

**Secretary** C D G Daniels

**Registered office** 18 Woodside Crescent  
Glasgow  
G3 7UL

**Independent auditor** BDO LLP  
Chartered Accountants and Statutory Auditor  
Glasgow  
United Kingdom

**DENHOLM CONTRACTING SERVICES LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**STRATEGIC REPORT**  
**YEAR ENDED 31 DECEMBER 2021**

The directors in preparing this strategic report have complied with s414C of the Companies Act 2006.

**Business review**

The principal activities of the company were the provision of scaffolding and painting services within the UK.

The directors consider the trading result for the year to be depressed due to the continuing impact of Covid-19. The directors took steps to manage the impact of Covid-19 on the business by reducing costs, claiming government grants and adapting business processes to comply with social distancing measures.

The company's key performance indicators are turnover, operating profit/(loss) and loss on ordinary activities before taxation. Turnover for the year amounted to £25,866,105 (2020 - £14,192,459), operating profit amounted to £117,651 (2020 - loss of £1,414,333) and loss on ordinary activities before taxation amounted to £72,197 (2020 - £1,691,544).

The development of business opportunities and exploration of new markets have resulted in turnover increasing by 82% from the prior year, however the Covid-19 pandemic had an adverse impact on working efficiencies as the business complied with social distancing regulations.

**Financial risk management**

The company's principal risks and uncertainties relate to economic factors such as government spending cuts and the performance of competitors. To mitigate against these risks the company is seeking to build its current market share and develop new services to expand into new business sectors.

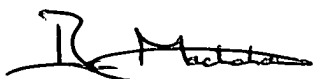
The company's principal financial assets are bank balances and trade debtors. The company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of provisions for doubtful debts. The company has a relatively concentrated credit risk, with exposure spread over a small number of customers. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The company's principal financial liabilities are amounts owed to group undertakings and trade creditors.

In the normal course of business the company makes all sales and purchases in sterling.

**Future developments**

The business made losses in 2020 due to the coronavirus outbreak, which resulted in temporary closure of most of our sites and furloughing of the majority of the workforce for part of the year. In 2021 the business grew and was close to breaking-even. The directors approved the transfer out the trade and assets of the company to Denholm Industrial Services Limited (formerly Scaffold Erection Services Limited) on 1 July 2022. At the point where the transfer completed, the company ceased to trade and it is the intention of the directors to liquidate the company.

By order of the Board on 16 September 2022.



B D R MacLehose  
Director

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**DIRECTORS' REPORT**  
**YEAR ENDED 31 DECEMBER 2021**

The directors submit their report and the financial statements of the company for the year ended 31 December 2021.

**Company number**

The company is registered in Scotland (company number SC083579).

**Results and dividends**

The loss for the year after taxation was £147,031 (2020 - loss of £1,394,697). The directors do not recommend a dividend for the year ended 31 December 2021 (2020 - £Nil).

**Principal activity**

The principal activity of the company is the provision of scaffolding and painting services within the UK. The name of the company was changed from Deholm Industrial Services Limited to Denholm Contracting Limited on 1 July 2022.

**Financial risk management and future developments**

Information on the company's financial risk management and future developments is included within the strategic report.

**Directors**

The directors who served the company during the year and to the date of this report are listed on page 1.

**Employment policies**

The company's employment policies are built around Fairness, Achievement, Integrity and Respect as set out in the Denholm Standard for employment.

**Directors' responsibilities statement**

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. The directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The financial statements are required by law to 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 year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As described in note 1, the financial statements have not been prepared on a going concern basis.

The directors are responsible for keeping proper accounting records which 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 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.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**

**DIRECTORS' REPORT** *(continued)*

**YEAR ENDED 31 DECEMBER 2021**

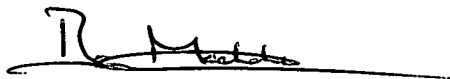
**Disclosure of information to auditor**

As at the date of this report, as far as each director is aware, there is no relevant audit information of which the company's auditor is unaware. Each of the directors have taken such steps as they should have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**Going concern**

The directors approved the transfer out the trade and assets of the company to Denholm Industrial Services Limited (formerly Scaffold Erection Services Limited) on 1 July 2022. At the point where the transfer completed, the company ceased to trade and it is the intention of the directors to liquidate the company. As a result, these financial statements have been prepared on a basis other than that of a going concern. The financial statements do not include any adjustments as a result of the financial statements being prepared on a basis other than going concern.

By order of the Board on 16 September 2022.



B D R MacLehose  
Director

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DENHOLM**  
**INDUSTRIAL SERVICES LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss 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.

We have audited the financial statements of Denholm Contracting Limited (formerly Denholm Industrial Services Limited) ("the company") for the year ended 31 December 2021 which comprise the profit and loss account, the balance sheet, the statement of changes in equity and notes to the financial statements, 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 Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

**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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Independence*

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.

**Emphasis of matter - financial statements prepared on a basis other than going concern**

We draw attention to Note 1 to the financial statements which explains that the directors approved the transfer out the trade and assets of the company to Denholm Industrial Services Limited (formerly Scaffold Erection Services Limited) on 1 July 2022. At the point where the transfer completed, the company ceased to trade and it is the intention of the directors to liquidate the company. As a result, the directors do not consider the Company to be a going concern. Accordingly, the financial statements have been prepared on a basis other than that of going concern as described in Note 1. Our opinion is not modified in respect of this matter.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DENHOLM**  
**INDUSTRIAL SERVICES LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**Other Companies Act 2006 reporting**

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

- the information given in the strategic report and 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.

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 and director's 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, 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.

**Extent to which the audit was 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

The procedures that we designed and executed included:

- performing analytical procedures to identify unusual or unexpected relationships that may indicate risks of material misstatement due to fraud. Areas of identified risk are then tested substantively;
- reading minutes of meetings of those charged with governance; reviewing correspondence with legal advisors to identify indications of non-compliance with laws and regulations;

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DENHOLM**  
**INDUSTRIAL SERVICES LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

- determining whether the accounting policies and presentation adopted in the financial statements are in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice);
- identifying whether there are instances of potential bias in areas with significant degrees of judgement such as the value of work carried out in respect of contracts which affect more than one financial reporting period;
- addressing the risk of fraud through management override of controls by testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in accounting estimates are indicative of a potential bias;
- vouching balances and reconciling items in key control account reconciliations to supporting documentation as at 31 December 2021; and
- carrying out detailed testing, on a sample basis, of transactions and balances agreeing to appropriate documentary evidence to verify the completeness, existence and accuracy of the reported financial statements.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at 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.

DocuSigned by:  
  
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Mark McCluskey (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
Glasgow, United Kingdom

23 September 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 DECEMBER 2021**

|                                             | Note | 2021<br>£    | 2020<br>£    |
|---------------------------------------------|------|--------------|--------------|
| TURNOVER                                    | 2    | 25,866,105   | 14,192,459   |
| Cost of sales                               |      | (21,703,892) | (12,965,686) |
| GROSS PROFIT                                |      | 4,162,213    | 1,226,773    |
| Distribution costs                          |      | (743,264)    | (469,342)    |
| Administrative expenses                     |      | (3,363,384)  | (3,040,663)  |
| Other operating income                      | 3    | 62,086       | 868,899      |
| OPERATING PROFIT/(LOSS)                     | 4    | 117,651      | (1,414,333)  |
| Interest receivable and similar income      | 7    | 101          | 292          |
| Interest payable and similar charges        | 8    | (189,949)    | (277,503)    |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION |      | (72,197)     | (1,691,544)  |
| Tax on loss on ordinary activities          | 9    | (74,834)     | 296,847      |
| LOSS FOR THE FINANCIAL YEAR                 |      | (147,031)    | (1,394,697)  |

All of the activities of the company are classed as continuing.

**Statement of other comprehensive income**

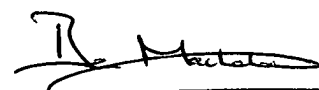
There are no items of other comprehensive income other than the loss of £147,031 attributable to the shareholders for the year ended 31 December 2021 (2020 - loss of £1,394,697). Accordingly, a statement of other comprehensive income is not presented.

The notes on pages 11 to 21 form part of these financial statements

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**BALANCE SHEET**  
**YEAR ENDED 31 DECEMBER 2021**

|                                                | Note | 2021<br>£          | 2020<br>£          |
|------------------------------------------------|------|--------------------|--------------------|
| <b>FIXED ASSETS</b>                            |      |                    |                    |
| Tangible assets                                | 10   | <u>8,902,734</u>   | <u>7,895,346</u>   |
| <b>CURRENT ASSETS</b>                          |      |                    |                    |
| Stock                                          | 11   | 142,741            | 178,255            |
| Debtors due within one year                    | 12   | 8,231,499          | 4,750,195          |
| Cash at bank and in hand                       |      | <u>1,391,879</u>   | <u>49,025</u>      |
|                                                |      | <u>9,766,119</u>   | <u>4,977,475</u>   |
| CREDITORS: Amounts falling due within one year | 13   | <u>(6,989,472)</u> | <u>(4,053,406)</u> |
| <b>NET CURRENT ASSETS</b>                      |      | <u>2,776,647</u>   | <u>924,069</u>     |
| <b>TOTAL ASSETS LESS LIABILITIES</b>           |      | <u>11,679,381</u>  | <u>8,819,415</u>   |
| CREDITORS: Amounts falling due after one year  | 14   | (5,556,802)        | (3,319,588)        |
| PROVISIONS FOR LIABILITIES                     | 15   | <u>(1,054,864)</u> | <u>(285,081)</u>   |
| <b>NET ASSETS</b>                              |      | <u>5,067,715</u>   | <u>5,214,746</u>   |
| <b>CAPITAL AND RESERVES</b>                    |      |                    |                    |
| Called-up share capital                        | 16   | 5,000,000          | 5,000,000          |
| Profit and loss account                        | 16   | <u>67,715</u>      | <u>214,746</u>     |
| <b>SHAREHOLDERS' FUNDS</b>                     |      | <u>5,067,715</u>   | <u>5,214,746</u>   |

These financial statements were approved by the Board on 16 September 2022.



B D R MacLehose  
Director

The notes on pages 11 to 21 form part of these financial statements.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**STATEMENT OF CHANGES IN EQUITY**  
**YEAR ENDED 31 DECEMBER 2021**

|                                    | Called up<br>share<br>capital<br>£ | Profit and<br>loss account<br>£ | Total<br>£       |
|------------------------------------|------------------------------------|---------------------------------|------------------|
| At 1 January 2020                  | 500,000                            | 109,443                         | 609,443          |
| Capital contribution - loan waiver | -                                  | 1,500,000                       | 1,500,000        |
| Loss for the financial year        | -                                  | (1,394,697)                     | (1,394,697)      |
| Ordinary share capital issued      | 4,500,000                          | -                               | 4,500,000        |
| <b>At 31 December 2020</b>         | <b>5,000,000</b>                   | <b>214,746</b>                  | <b>5,214,746</b> |
| Loss for the financial year        | -                                  | (147,031)                       | (147,031)        |
| <b>At 31 December 2021</b>         | <b>5,000,000</b>                   | <b>67,715</b>                   | <b>5,067,715</b> |

The notes on pages 11 to 21 form part of these financial statements.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

**1 ACCOUNTING POLICIES**

**Basis of accounting**

Denholm Industrial Services Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1 and its principal activities are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. They have been prepared on the going concern basis, as explained in the directors' report. The company has taken advantage of the reduced disclosure exemptions as permitted by FRS 102 in preparing these financial statements as noted throughout these financial statements. This information is included in the consolidated financial statements of J. & J. Denholm Limited as at 31 December 2021 and these financial statements may be obtained from Companies House.

The functional and presentational currency of Denholm Industrial Services Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

**Going concern**

The directors approved the transfer out the trade and assets of the company to Denholm Industrial Services Limited (formerly Scaffold Erection Services Limited) on 1 July 2022. At the point where the transfer completed, the company ceased to trade and it is the intention of the directors to liquidate the company. As a result, these financial statements have been prepared on a basis other than that of a going concern. The financial statements do not include any adjustments. As a result, the directors do not consider the company to be a going concern and the financial statements being prepared on a basis other than going concern.

**Cash flow statement**

The directors have taken advantage of the exemption in Financial Reporting Standard 102, Section 1 from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent company includes the company in its consolidated financial statements.

**Turnover**

The turnover shown in the profit and loss account represents amounts earned during the year and is stated net of Value Added Tax.

**Tangible fixed assets**

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated on a straight line basis to write off the cost less estimated residual value of tangible fixed assets over their anticipated useful lives, as follows:

|                    |                                       |
|--------------------|---------------------------------------|
| Motor vehicles     | - over 2 - 7 years                    |
| Leasehold Property | - over the lesser period of the lease |
| Office Equipment   | - over 4 years                        |
| Plant & Machinery  | - over 4 - 12 years                   |

Freehold land is not depreciated.

**Leases**

Rentals in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

**Pension costs**

Employees are entered into a defined contribution scheme and contributions to the scheme are charged to the profit and loss account as incurred.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

**1 ACCOUNTING POLICIES** *(continued)*

**Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term deposits with a maturity date of 12 months or less.

**Taxation**

Current tax is provided at amounts expected to be paid (or received) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be argued as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

**Long term contracts**

Where the outcome of a construction or long term contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the balance sheet date. This is normally measured by the proportion of the contract completed to date, as assessed by management. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a contract cannot be estimated reliably, revenue is recognised to the extent of costs incurred where it is probable they will be recovered. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total costs will exceed total revenue, the expected loss is recognised as an expense immediately.

**Provision for warranty claims**

A number of the company's contracts include warranty obligations in respect of the work it has undertaken. These obligations continue for a variety of periods up to a maximum of seven years. The directors recognise a provision for future costs expected to be incurred in respect of warranties issued up to the balance sheet date based on their best estimate of such costs. The level of provision is reassessed at least annually based on latest information, the company's warranty track record and any known issues.

**Stocks**

Stocks are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less further cost expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

1 ACCOUNTING POLICIES (*continued*)

**Financial instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

The directors have taken advantage of the exemption in Financial Reporting Standard 102, Section 1 from including a detailed financial instruments note on the grounds that the company is a qualifying entity and detailed information on the financial instruments are included in the consolidated financial statements of the ultimate parent.

**(i) Financial assets and liabilities**

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs).

Debt instruments that are classified as payable or receivable within one year are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Financial assets are derecognised when and only when the contractual rights to the cash flows from the financial asset expire or are settled.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

**(ii) Fair value measurement**

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

**Coronavirus job retention scheme**

Payments received under the UK government's Coronavirus Job Retention Scheme are a form of grant. The grant money is receivable as compensation for expenses already incurred. It is recognised in income in the period in which it becomes receivable and the related expense is incurred.

**DENHOLM CONTRACTING LIMITED**  
**(formerly DENHOLM INDUSTRIAL SERVICES LIMITED)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

**1 ACCOUNTING POLICIES** *(continued)*

**Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**Critical judgments and estimates in applying the company's accounting policies:**

The following are the critical judgements and estimates that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

**(a) Revenue recognition and margin recognition on contracts in progress**

Revenue and projected margin on lump sum contracts for services, construction contracts and fixed price long-term service agreements is recognised based on the completion of a physical proportion of the contract work. Estimating the stage of completion is a key judgement in respect of revenue recognition on these contracts.

**(b) Provisions and warranties**

The company exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiation. Judgement is required in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

**(c) Useful life and residual value of property, plant and equipment**

The carrying value of property, plant and equipment is calculated on the basis of estimates of depreciation periods and residual values. The expected useful life of an asset and its estimated residual value may change as a result of changes in market circumstances and changes in the use of the asset. The company will carry out an impairment review whenever changes in circumstances indicate that the carrying value of the asset may not be recoverable.

**2 TURNOVER**

Turnover, stated exclusive of Value Added Tax, is derived from amounts earned for the provision of scaffolding and painting services in the United Kingdom.

|                       | 2021              | 2020              |
|-----------------------|-------------------|-------------------|
|                       | £                 | £                 |
| Rendering of services | <u>25,866,105</u> | <u>14,192,459</u> |

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**3 OTHER OPERATING INCOME**

|                                           | 2021          | 2020           |
|-------------------------------------------|---------------|----------------|
|                                           | £             | £              |
| Profit on disposal of fixed assets        | 33,869        | 665            |
| Coronavirus job retention scheme receipts | 28,217        | 868,234        |
|                                           | <u>62,086</u> | <u>868,899</u> |

**4 OPERATING PROFIT**

Operating profit is stated after charging/(crediting):

|                                       | 2021           | 2020           |
|---------------------------------------|----------------|----------------|
|                                       | £              | £              |
| Depreciation of tangible fixed assets | 1,391,586      | 1,110,814      |
| Profit on disposal of fixed assets    | (33,869)       | (665)          |
| Auditor's remuneration - audit fees   | 21,731         | 18,936         |
| Operating lease costs:                |                |                |
| Land and buildings                    | <u>208,708</u> | <u>210,728</u> |

**5 PARTICULARS OF EMPLOYEES**

The average number of staff employed by the company during the financial year amounted to:

|                                | 2021       | 2020       |
|--------------------------------|------------|------------|
|                                | Number     | Number     |
| Number of production staff     | 252        | 189        |
| Number of administrative staff | 26         | 25         |
| Number of management staff     | 6          | 6          |
|                                | <u>284</u> | <u>220</u> |

The aggregate payroll costs of the above were:

|                       | 2021              | 2020             |
|-----------------------|-------------------|------------------|
|                       | £                 | £                |
| Wages and salaries    | 11,908,119        | 8,343,612        |
| Social security costs | 1,249,040         | 891,164          |
| Other pension costs   | 343,411           | 273,298          |
|                       | <u>13,500,570</u> | <u>9,508,074</u> |

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**6 DIRECTORS' REMUNERATION**

The directors' aggregate remuneration in respect of qualifying services were:

|                                                         | 2021           | 2020           |
|---------------------------------------------------------|----------------|----------------|
|                                                         | £              | £              |
| Remuneration receivable                                 | 560,126        | 701,877        |
| Company pension contributions to money purchase schemes | 47,729         | 68,407         |
|                                                         | <u>607,855</u> | <u>770,284</u> |

Some of the company's directors were paid by other group companies during the year and in the prior year. The emoluments reported above relate to the remuneration paid to the directors for their services to the company and fellow group undertakings. Certain of the directors are remunerated by J. & J. Denholm Limited and it is not practical to make apportionment of remuneration in respect of services provided to this company.

Remuneration of highest paid director:

|                                                        | 2021           | 2020           |
|--------------------------------------------------------|----------------|----------------|
|                                                        | £              | £              |
| Total remuneration (excluding pension contributions)   | 190,581        | 189,081        |
| Company pension contributions to money purchase scheme | 10,000         | 10,000         |
|                                                        | <u>200,581</u> | <u>199,081</u> |

The number of directors who accrued benefits under company pension schemes was as follows:

|                        | 2021     | 2020     |
|------------------------|----------|----------|
|                        | Number   | Number   |
| Money purchase schemes | <u>5</u> | <u>6</u> |

**7 INTEREST RECEIVABLE AND SIMILAR INCOME**

|                        | 2021       | 2020       |
|------------------------|------------|------------|
|                        | £          | £          |
| Bank interest received | <u>101</u> | <u>292</u> |

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**8 INTEREST PAYABLE AND SIMILAR CHARGES**

|                                                       | 2021           | 2020           |
|-------------------------------------------------------|----------------|----------------|
|                                                       | £              | £              |
| Interest payable on amounts due to group undertakings | <b>189,949</b> | <b>277,503</b> |

**9 TAXATION ON LOSS ON ORDINARY ACTIVITIES**

**(a) Analysis of tax (charge)/credit in the year**

|                                                      | 2021             | 2020             |
|------------------------------------------------------|------------------|------------------|
|                                                      | £                | £                |
| Current tax:                                         |                  |                  |
| In respect of the year:                              |                  |                  |
| UK Corporation tax based on the results for the year | <b>694,949</b>   | <b>405,437</b>   |
| Total current tax                                    | <b>694,949</b>   | <b>405,437</b>   |
| Deferred tax:                                        |                  |                  |
| Origination and reversal of timing differences       | <b>(769,783)</b> | <b>(108,590)</b> |
| Tax on loss on ordinary activities                   | <b>(74,834)</b>  | <b>296,847</b>   |

**(b) Factors affecting current tax (charge)/credit for the year**

The tax assessed on the loss on ordinary activities for the year is higher (2020 - lower) than the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%). The differences are reconciled below:

|                                                                                                               | 2021             | 2020               |
|---------------------------------------------------------------------------------------------------------------|------------------|--------------------|
|                                                                                                               | £                | £                  |
| Loss on ordinary activities before tax                                                                        | <b>(72,197)</b>  | <b>(1,691,544)</b> |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2020: 19.00%) | <b>13,717</b>    | <b>321,394</b>     |
| Expenses not deductible for tax purposes                                                                      | <b>(1,128)</b>   | <b>(3,683)</b>     |
| Adjustments in respect of prior periods                                                                       | <b>12</b>        | <b>(766)</b>       |
| Capital gains covered by brought forward losses                                                               | <b>165,732</b>   | <b>-</b>           |
| Difference in current tax rate and deferred tax rate                                                          | <b>(253,167)</b> | <b>(20,098)</b>    |
| Total tax (charge)/credit                                                                                     | <b>(74,834)</b>  | <b>296,847</b>     |

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**10 TANGIBLE FIXED ASSETS**

|                     | <b>Freehold &amp;<br/>Leasehold<br/>Property<br/>£</b> | <b>Plant &amp;<br/>Machinery<br/>£</b> | <b>Motor<br/>Vehicles<br/>£</b> | <b>Office<br/>Equipment<br/>£</b> | <b>Total<br/>£</b> |
|---------------------|--------------------------------------------------------|----------------------------------------|---------------------------------|-----------------------------------|--------------------|
| Cost                |                                                        |                                        |                                 |                                   |                    |
| At 1 January 2021   | 531,527                                                | 11,143,103                             | 1,294,717                       | 529,033                           | 13,498,380         |
| Additions           | -                                                      | 3,630,769                              | 138,202                         | 58,180                            | 3,827,151          |
| Transfers           | -                                                      | (1,695,319)                            | (200,000)                       | -                                 | (1,895,319)        |
| Disposals           | -                                                      | (381,898)                              | (127,622)                       | -                                 | (509,520)          |
| At 31 December 2021 | <b>531,527</b>                                         | <b>12,696,655</b>                      | <b>1,105,297</b>                | <b>587,213</b>                    | <b>14,920,692</b>  |
| Depreciation        |                                                        |                                        |                                 |                                   |                    |
| At 1 January 2021   | 252,484                                                | 4,162,726                              | 766,518                         | 421,306                           | 5,603,034          |
| Charge for the year | 2,686                                                  | 1,189,649                              | 154,615                         | 44,636                            | 1,391,586          |
| On Transfers        | -                                                      | (461,038)                              | (89,770)                        | -                                 | (550,808)          |
| On disposals        | -                                                      | (298,232)                              | (127,622)                       | -                                 | (425,854)          |
| At 31 December 2021 | <b>255,170</b>                                         | <b>4,593,105</b>                       | <b>703,741</b>                  | <b>465,942</b>                    | <b>6,017,958</b>   |
| Net Book Value      |                                                        |                                        |                                 |                                   |                    |
| At 31 December 2021 | <b>276,357</b>                                         | <b>8,103,550</b>                       | <b>401,556</b>                  | <b>121,271</b>                    | <b>8,902,734</b>   |
| At 31 December 2020 | <b>279,043</b>                                         | <b>6,980,377</b>                       | <b>528,199</b>                  | <b>107,727</b>                    | <b>7,895,346</b>   |

During the year assets were transferred out to another group company at net book value. The net book value of freehold property at the year end was £274,846 (2020 - £274,846). The net book value of the leasehold property at the year end was £1,511 (2020 - £4,197).

**11 STOCKS**

|             | <b>2021<br/>£</b> | <b>2020<br/>£</b> |
|-------------|-------------------|-------------------|
| Consumables | 17,738            | 35,175            |
| Stock       | 125,003           | 143,080           |
|             | <b>142,741</b>    | <b>178,255</b>    |

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**12 DEBTORS**

|                                      | <b>2021</b>             | <b>2020</b>             |
|--------------------------------------|-------------------------|-------------------------|
|                                      | <b>£</b>                | <b>£</b>                |
| Amounts falling due within one year: |                         |                         |
| Trade debtors                        | <b>4,493,455</b>        | 3,105,558               |
| Amounts owed by group undertakings   | <b>991,670</b>          | 2,240                   |
| Amounts recoverable on contracts     | <b>1,643,086</b>        | 953,718                 |
| Corporation tax                      | <b>688,569</b>          | 411,858                 |
| Prepayments and accrued income       | <b>414,719</b>          | 276,821                 |
|                                      | <b><u>8,231,499</u></b> | <b><u>4,750,195</u></b> |

The financial assets above are recorded at the transaction price. The debt instruments receivable above are reported at the undiscounted amount payable.

**13 CREDITORS: Amounts falling due within one year**

|                                    | <b>2021</b>             | <b>2020</b>             |
|------------------------------------|-------------------------|-------------------------|
|                                    | <b>£</b>                | <b>£</b>                |
| Trade creditors                    | <b>2,508,337</b>        | 1,119,884               |
| Amounts owed to group undertakings | <b>739,992</b>          | 92,025                  |
| Other taxation and social security | <b>1,069,546</b>        | 859,389                 |
| Other creditors                    | <b>42,564</b>           | 121,832                 |
| Accruals and deferred income       | <b>2,629,033</b>        | 1,860,276               |
|                                    | <b><u>6,989,472</u></b> | <b><u>4,053,406</u></b> |

The financial liabilities above are recorded at the transaction price. The debt instruments payable above are recorded at the undiscounted amount payable.

**14 CREDITORS: Amounts falling due after one year**

|                                    | <b>2021</b>             | <b>2020</b>             |
|------------------------------------|-------------------------|-------------------------|
|                                    | <b>£</b>                | <b>£</b>                |
| Amounts owed to group undertakings | <b><u>5,556,802</u></b> | <b><u>3,319,588</u></b> |

The debt instruments payable above are recorded at the undiscounted amount payable.

The amount owed to group undertakings is for a loan from the immediate parent company which bears interest at a fixed rate of 3.5% plus Bank of England base rate (2020 - 3.5%) and repayable by 30 June 2025.

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**15 PROVISIONS FOR LIABILITIES**

|                   | 2021<br>£        | 2020<br>£      |
|-------------------|------------------|----------------|
| Deferred taxation | 1,054,864        | 285,081        |
|                   | <u>1,054,864</u> | <u>285,081</u> |

The deferred tax included in the balance sheet is as follows:

|                                        | 2021<br>£        | 2020<br>£      |
|----------------------------------------|------------------|----------------|
| Included in provisions for liabilities | 1,054,864        | 285,081        |
|                                        | <u>1,054,864</u> | <u>285,081</u> |

The movement in the deferred taxation liability during the year was:

|                                                                   | 2021<br>£        | 2020<br>£      |
|-------------------------------------------------------------------|------------------|----------------|
| Balance brought forward                                           | 285,081          | 176,491        |
| Profit and loss account movement arising during the year (note 9) | 769,783          | 108,590        |
| Balance carried forward                                           | <u>1,054,864</u> | <u>285,081</u> |

The balance of the deferred taxation liability consists of the tax effect of timing differences in respect of:

|                                                         | 2021<br>£        | 2020<br>£      |
|---------------------------------------------------------|------------------|----------------|
| Capital allowances in excess of accounting depreciation | 1,054,864        | 285,081        |
|                                                         | <u>1,054,864</u> | <u>285,081</u> |

There is no unprovided deferred tax at 31 December 2021 or 31 December 2020.

**16 SHARE CAPITAL**

Allotted, called up and fully paid:

|                            | 2021             |                  | 2020             |
|----------------------------|------------------|------------------|------------------|
|                            | Number           | £                | Number           |
| Ordinary shares of £1 each | 5,000,000        | 5,000,000        | 5,000,000        |
|                            | <u>5,000,000</u> | <u>5,000,000</u> | <u>5,000,000</u> |

The profit and loss account of £67,715 (2020 - £214,746) represents cumulative profits or losses, net of dividends paid and other adjustments.

**17 PENSIONS**

The company contributes to a defined contribution scheme for which the pension charge for the year amounted to £343,411 (2020 - £273,298).

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**18 COMMITMENTS UNDER OPERATING LEASES**

At 31 December 2021 total future minimum lease payments under non-cancellable operating leases were as follows:

|                               | <b>2021</b>                         | 2020                       |
|-------------------------------|-------------------------------------|----------------------------|
|                               | <b>Land and<br/>buildings<br/>£</b> | Land and<br>buildings<br>£ |
| Operating lease payments due: |                                     |                            |
| Within 1 year                 | <b>113,627</b>                      | 151,766                    |
| Within 2 to 5 years           | <b>20,231</b>                       | 50,366                     |
|                               | <b><u>133,858</u></b>               | <u>202,132</u>             |

**19 RELATED PARTY TRANSACTIONS**

Transactions with entities in which the J. & J. Denholm Limited group of companies has 100% of the voting rights are not disclosed, as permitted by Section 33.1A of FRS 102.

In addition, advantage has been taken of the exemption under Section 1.12 of FRS 102 from disclosing total remuneration of key management personnel, as the company is a wholly owned subsidiary of J. & J. Denholm Limited.

**20 ULTIMATE PARENT COMPANY**

The immediate parent undertaking is Denholm Industrial Services (Holdings) Limited, a company registered in Scotland. The ultimate parent undertaking is J. & J. Denholm Limited. Copies of the accounts of J. & J. Denholm Limited, the largest and smallest group undertaking, which consolidate the financial statements of the company, may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

**21 POST BALANCE SHEET EVENT**

The trade and assets of the company were transferred to a fellow subsidiary, Denholm Industrial Services Limited (formerly Scaffold Erection Services Limited) on 1 July 2022. At the point where the transfer completed, the company ceased to trade.