

# Countryside Partnerships Southern Limited (formerly Drew Smith Limited)

Unaudited annual report and financial statements  
for the year ended 31 December 2022  
Registered number: 02433962



---

## **Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**

### **Contents**

### **Page**

Directors and advisers .....	1
Directors' report .....	2
Income statement.....	4
Balance sheet.....	5
Statement of changes in equity .....	6
Notes to the financial statements .....	7

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**

Directors and advisers

**Directors**

CJ Bates  
KB Carnegie  
MR Farnham  
E Sibley  
SJ Teagle

**Company Secretary**

Vistry Secretary Limited

**Registered office**

11 Tower View  
Kings Hill  
West Malling  
Kent  
England  
ME19 4UY

## **Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**

### **Directors' report for the year ended 31 December 2022**

The Directors present their report and unaudited financial statements for Countryside Partnerships Southern Limited (formerly Drew Smith Limited) ("the Company") for the year ended 31 December 2022. The accounts have been prepared under the small companies' exemption.

#### **Principal activities and review of the business**

During the prior year, the Company entered into a business transfer agreement with Vistry Partnerships Limited whereby the beneficial interest in the business' assets and liabilities were transferred to Vistry Partnerships Limited at net book value. The consideration for this business transfer was unpaid at the end of the year and is shown as an intercompany receivable on the balance sheet. The effective date of the business transfer agreement was 1 November 2021.

Prior to the business transfer agreement, the principal activities of the Company were to provide residential housing within the Southern UK region. The Company did not trade during the current and prior year since the business transfer agreement. The Directors expect this to continue in the future.

On 18 January 2023, the Company's name changed from Drew Smith Limited to Countryside Partnerships Southern Limited.

#### **Results and dividends**

The loss for the year after taxation was £36k (2021: profit of £1,924k). No dividend was paid in the current or prior year. The Company has net assets of £14,570k (2021: £14,606k) at 31 December 2022.

#### **Future developments**

As the Company has transferred the beneficial interest of the business to Vistry Partnerships Limited on 1 November 2021, the Company is now dormant.

#### **Directors**

The present Directors of the Company are set out on page 1, all of whom served throughout the year and up to the date of signing the financial statements.

#### **Qualifying third-party and pension scheme indemnity provisions**

Vistry Group PLC ("the Group") maintains appropriate Directors' and Officers' Liability Insurance on behalf of the Directors and Company Secretary. In addition, individual qualifying third-party indemnities are given to the Directors and Company Secretary which comply with the provisions of Section 234 of the Companies Act 2006 and were in force throughout the year and up to the date of signing the Annual Report.

#### **Post balance sheet events**

There are no post balance sheet events.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**

**Directors' report for the year ended 31 December 2022 (continued)**

**Statement of Directors' responsibilities in respect of the financial statements**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework" and applicable law)

Under company law, 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 the financial statements, the directors are required to:

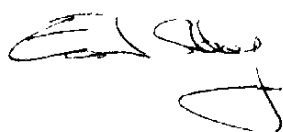
- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

*This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006 and the Company is therefore exempt from the requirement to prepare a Strategic Report.*

On behalf of the Board



E Sibley

**Director**

21 September 2023

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Income statement for the year ended 31 December 2022**

	<b>Note</b>	<b>2022 £'000</b>	<b>2021 £'000</b>
Revenue	2	–	49,222
Cost of sales		–	(43,416)
Gross result/profit		–	5,806
Administrative expenses		–	(3,284)
Operating result/profit	3	–	2,522
Finance costs	4	–	(5)
Result/profit before taxation		–	2,517
Income tax expense	5	(36)	(593)
(Loss)/profit for the financial year		(36)	1,924

There are no recognised gains and losses other than those shown in the income statement above and therefore no separate statement of comprehensive income has been presented.

All results are derived from continuing operations.

The notes on pages 7 to 12 are an integral part of these financial statements.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**

Balance Sheet as at 31 December 2022

	Note	2022 £'000	2021 £'000
<b>Assets</b>			
<b>Current assets</b>			
Trade and other receivables	7	14,615	14,615
<b>Total current assets</b>		<b>14,615</b>	<b>14,615</b>
<b>Total assets</b>		<b>14,615</b>	<b>14,615</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Current tax liability	8	(45)	(9)
<b>Total current liabilities</b>		<b>(45)</b>	<b>(9)</b>
<b>Total liabilities</b>		<b>(45)</b>	<b>(9)</b>
<b>Net assets</b>		<b>14,570</b>	<b>14,606</b>
<b>Equity</b>			
Called up share capital	9	39	39
Other reserves		122	122
Retained earnings		14,409	14,445
<b>Total equity</b>		<b>14,570</b>	<b>14,606</b>

The notes on pages 7 to 13 are an integral part of these financial statements.

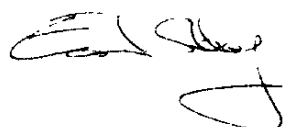
For the year ending 31 December 2022 the company was entitled to the exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 4 to 13 were approved by the Board of Directors on 21 September 2023 and signed on its behalf by:



E Sibley

**Director**

Registered number: 02433962

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Statement of changes in equity for the year ended 31 December 2022**

	Called up share capital £'000	Other reserves £'000	Retained earnings £'000	Total equity £'000
As at 1 January 2021	39	122	12,521	12,682
Profit for the financial year	–	–	1,924	1,924
<b>Total comprehensive profit for the year</b>	–	–	1,924	1,924
<b>As at 31 December 2021</b>	<b>39</b>	<b>122</b>	<b>14,445</b>	<b>14,606</b>
As at 1 January 2022	39	122	14,445	14,606
Loss for the financial year	–	–	(36)	(36)
<b>Total comprehensive result for the year</b>	–	–	<b>(36)</b>	<b>(36)</b>
<b>As at 31 December 2022</b>	<b>39</b>	<b>122</b>	<b>14,409</b>	<b>14,570</b>



**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Notes to the financial statements for the year ended 31 December 2022 (continued)**

**1. Accounting policies**

**General information**

Countryside Partnerships Southern Limited (formerly Drew Smith Limited) ("Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 11 Tower View, Kings Hill, West Malling, Kent, England, ME19 4UY. Refer to note 12 for details of the immediate and ultimate parent undertaking. The principal activity of the Company is set out on page 2.

The financial statements are measured and presented in pounds sterling as that is the currency of the primary economic environment in which the Company operates. The amounts stated are denominated in thousands (£'000).

**Basis of preparation**

The financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements are prepared on the historical cost basis.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' - comparative information in respect of:
  - o Paragraph 79(a)(iv) of IAS 1 'Share capital and reserves';
  - o Paragraph 73(c) of IAS 16 'Property, plant and equipment'; and
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - o 10(d), 10 (1), 16, 38, 40, 111, and 134-136.
- IAS 7, 'Statement of cash flows'.
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors'.
- Paragraph 17 of IAS 24, 'Related party transactions' in respect of key management compensation.
- The requirements of IAS 24, 'Related party transactions' to disclose related party transactions entered into between two or more members of a group.
- Paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS15.

**New standards, amendments and interpretations**

No new accounting standards and interpretations mandatory for 31 December 2022 has had an impact on the Company's current year financial statements. These standards are not expected to impact the future periods and no changes have been made to the accounting policies.

**New standards and interpretations not yet adopted**

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Notes to the financial statements for the year ended 31 December 2022 (continued)**

**1. Accounting policies (continued)**

**Going concern**

The financial statements have been prepared on a going concern basis, which assumes that for the foreseeable future the Company will be able to meet its liabilities as they fall due.

The Directors are satisfied that it is appropriate to prepare the financial statements of the Company on a going concern basis due to the continued financial support from Vistry Homes Limited. The Company has received confirmation that Vistry Homes Limited intends to support the Company for at least 12 months from the date of approval of these financial statements. Vistry Homes Limited confirms its ability to provide the support.

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

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

No individual judgements have been made that have a significant impact on the financial statements, other than those involving estimates, which are outlined below:

**Margin recognition**

The gross margin from revenue generated on each of the Company's individual sites within the year is recognised based on the latest forecast for the gross margin expected to be generated over the remaining life of that site. The remaining life gross margin is calculated using forecasts for selling prices and all land, build, infrastructure and overhead costs associated with that site. There is inherent uncertainty and sensitivity to external forces (predominantly house prices and labour costs) in these forecasts, which are reviewed regularly throughout the year by management.

In order to calculate partner delivery revenue, the Company estimates the total revenue and total costs for the contract and derives the expected margin. Revenue recognised is then calculated by taking the costs incurred in the period, plus the expected margin, for each contract. The assessment of total costs to complete the contract requires estimation. The Company has robust internal controls to review future revenue and cost estimates.

There will be no significant risk associated with estimates going forward, since the Company transferred the beneficial interest of the business to Vistry Partnerships Limited on 1 November 2021.

**Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all of the periods presented, unless stated otherwise.

**Revenue**

**Partner delivery revenue**

Partner delivery revenue is recognised over time, as the value of the services are transferred to the customer during the year. For all contracts, costs are expensed in the income statement as incurred.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Notes to the financial statements for the year ended 31 December 2022 (continued)**

**1. Accounting policies (continued)**

**Revenue (continued)**

In fixed price contracts, revenue is recognised based on the costs incurred as a percentage of total estimated costs to complete the contract.

In contracts where revenue is directly related to the costs incurred, revenue is recognised based on the costs incurred to date plus any agreed fee or mark-up.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

**Financing costs**

Finance costs are included in the measurement of borrowings at their amortised cost to the extent that they are not settled in the period in which they arise.

The Company is required to capitalise borrowing costs directly attributable to the acquisition, construction, and production of a qualifying asset, as part of the costs of that asset. Developments which are produced in large quantities on a repetitive basis over a short period of time are not qualifying assets. The Company does not generally produce qualifying assets.

**Taxation**

The tax currently payable or receivable is based on taxable profit or loss for the period and any adjustment to tax payable or receivable in respect of previous periods. Taxable profit or loss differs from net profit or loss as reported in the income statement because it excludes items or income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

The Company's liability or asset for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from non-tax deductible goodwill, from the initial recognition of assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit, and from differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to reserves, in which case the deferred tax is also dealt with in reserves.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
Notes to the financial statements for the year ended 31 December 2022 (continued)

**1. Accounting policies (continued)**

**Trade and other receivables**

Trade receivables, amounts recoverable on contracts and other receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Intercompany receivables are stated at their nominal value. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the age of the outstanding amounts.

The contract assets relate to unbilled work in progress on affordable housing contracts.

**Financial instruments**

**Fair values**

There is no material difference between the carrying value of financial instruments shown in the balance sheet and their fair value.

**Estimation of fair values**

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments:

*Trade and other receivables/payables*

Other than land creditors, the nominal value of trade receivables and payables is deemed to reflect the fair value. This is due to the fact that transactions which give rise to these trade receivables and payables arise in the normal course of trade with industry standard payment terms.

**2. Revenue**

	2022 £'000	2021 £'000
<b>Revenue by type</b>		
Partner delivery revenue	–	49,222
	–	49,222

The Company's total revenue, recognised in relation to contract liabilities, is shown in the table above is included within partner delivery revenue.

**3. Operating result/profit**

The following items have been included in arriving at the operating result/profit:

	2022 £'000	2021 £'000
Depreciation of tangible fixed assets	–	2
Depreciation of right-of-use assets	–	109
Staff costs	–	5,949

The amount of developments recognised as an expense for the year ended 31 December 2022 is £nil (2021: £39,035k).

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)****Notes to the financial statements for the year ended 31 December 2022 (continued)****4. Finance costs**

	2022 £'000	2021 £'000
<b>Finance costs</b>		
Lease liabilities interest	–	(5)
	–	(5)

**5. Income tax expense**

	2022 £'000	2021 £'000
Current tax for the year	–	478
Adjustments in respect of prior year	36	109
Total current tax	36	587
Deferred tax charge from reversal of timing differences	–	5
Deferred tax adjustments in respect of prior year	–	1
<b>Tax on result/profit</b>	<b>36</b>	<b>593</b>

The tax expense for the year is higher than (2021: higher than) the standard rate of corporation tax in the UK for the year ended 31 December 2022 of 19% (2021: 19%).

**Reconciliation of effective tax rate**

The differences are explained below:

	2022 £'000	2021 £'000
Result/profit before taxation	–	2,517
Result/profit before taxation multiplied by the standard rate of tax in the UK of 19% (2021: 19%)	–	478
Effects of:		
Non-deductible expenses	–	5
Current tax adjustments in respect of prior year	36	109
Deferred tax adjustments in respect of prior year	–	1
<b>Total tax expense</b>	<b>36</b>	<b>593</b>

**Factors affecting future tax charge**

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25%. This rate had been enacted at the reporting date.

The Residential Property Developer Tax ('RPDT') was introduced with effect from 1 April 2022. The RPDT came into force further to the enactment of the Finance Act 2022 and is charged at 4% on relevant profits exceeding an annual allowance of £25m. No liability to RPDT has been recorded in this year.

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
**Notes to the financial statements for the year ended 31 December 2022 (continued)**

**6. Staff numbers and costs**

The Company does not have any employees. Staff costs relating to the Company were incurred by Vistry Homes Limited for the period from 1 January 2021 up until 31 October 2021, and then recharged to the Company on an appropriate basis. No staff costs were incurred since 1 November 2021 when the Company transferred the beneficial interest of the business to Vistry Partnerships Limited.

The total amount recharged for the year in relation to staff costs was £nil (2021: £5,949k).

The monthly average number of employees recharged to the Company, all of whom were engaged in the United Kingdom on the Company's principal activity, are set out below:

	2022 Number	2021 Number
<b>Average staff numbers</b>		
Production and sales	-	3
Administration and support	-	79
Management	-	3
	-	85

It is not possible to appropriately allocate the remuneration of directors between the entities they provide services to and as such the proportion of directors' remuneration allocable to The Company cannot be reliably estimated.

**7. Trade and other receivables**

	2022 £'000	2021 £'000
Amounts due from group undertakings	14,615	14,615
	14,615	14,615

Amounts owed by Group undertakings are non-interest bearing, unsecured, have no fixed date of repayment and are repayable on demand. During the prior year, the Company entered into a business transfer agreement with Vistry Partnerships Limited whereby the beneficial interest in the business' assets and liabilities were transferred to Vistry Partnerships Limited at net book value. The effective date of the business transfer agreement is 1 November 2021.

**8. Current tax liability**

	2022 £'000	2021 £'000
Corporation tax payable	45	9
	45	9

**Countryside Partnerships Southern Limited (formerly Drew Smith Limited)**  
Notes to the financial statements for the year ended 31 December 2022 (continued)

**9. Called up share capital**

	Number of shares	Share capital £'000
<i>Allotted, called up and fully paid</i>		
As at 1 January 2022 and 1 January 2021	39,235	39
<b>As at 31 December 2022 and 31 December 2021</b>	<b>39,235</b>	<b>39</b>

**10. Related party transactions**

The Company has taken advantage of the exemptions within FRS101 not to disclose transactions and balances with Vistry Group PLC and its wholly owned subsidiaries, on the grounds that the Company itself is a wholly owned subsidiary of Vistry Group PLC, for which the consolidated financial statements are publicly available.

**11. Post balance sheet events**

There are no post balance sheet events.

**12. Ultimate parent undertaking and controlling party**

The immediate parent undertaking is Vistry Partnerships Limited which is registered in England and Wales. The ultimate parent undertaking and controlling party is Vistry Group PLC which is registered in England and Wales.

The smallest and largest Company to consolidate these financial statements is Vistry Group PLC. The consolidated financial statements of this Company are available to the public and may be obtained from 11 Tower View, Kings Hill, West Malling, Kent, England, ME19 4UY.