Company registration number 10926131 (England and Wales)	
VELAR PROJECTS LTD ANNUAL REPORT AND FINANCIAL STATEMENTS	
FOR THE YEAR ENDED 30 JUNE 2022	

COMPANY INFORMATION

Director Mr R Jones

Company number 10926131

Registered office Summers House

Pascal Close St Mellons Cardiff CF3 0LW

Auditor UHY Hacker Young

Lanyon House Mission Court Newport South Wales United Kingdom NP20 2DW

CONTENTS

	P	'age
Strategic report	1	
Director's report	2	
Director's responsibilities statement	3	
Independent auditor's report	4	- 6
Profit and loss account	7	
Group statement of comprehensive income	8	
Group balance sheet	9	
Company balance sheet	1	0
Group statement of changes in equity	1	1
Company statement of changes in equity	1	2
Group statement of cash flows	1	3
Notes to the financial statements	ı	4 - 29

STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2022

The director presents the strategic report for the year ended 30 June 2022.

Fair review of the business

The group's principal activities are office design, space planning, office fit-out, project management and supply of office furniture. The group operates primarily in South Wales although it regularly undertakes projects throughout the UK and occasionally abroad. The group's USP continues to be its capability to undertake all aspects of commercial premises refurbishment, from concept through design and delivery to handover.

There have been no significant changes in the group's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely changes in the group's activities in the forthcoming year.

Subsequent to the year end on 15 July 2022 the group disposed of its 75% shareholding in subsidiary company S. Jones & Sons (Electrical Contractors) Limited, see note 25 for further details.

The profit and loss account is set out on page 7.

The results for the year to 30 June 2022 show pre-tax profits of £1.1m (2021: £0.8m).

Net assets have increased to £2.0m at 30 June 2022 from £1.0m at 30 June 2021.

Principal risks and uncertainties

The group's activities expose it to a number of financial risks including economic risk, price risk, credit risk and liquidity risk. The use of financial instruments is monitored by the board of directors. The group's principal financial instruments comprise bank balances, current asset investments and trade debtors.

Economic risk - The economic risk is based upon the continued risk of a shortage of material supplies, together with inflationary pressures in the construction industry leading to a downturn in demand. These risks are managed by ongoing evaluation of future demands and the supply chain necessary to meet such demands, to enable the directors to take action for mitigation and re-evaluate strategy accordingly. The directors are confident that remaining vigilant to potential risk factors, carrying out constant evaluation and being actively involved in the group, affords the group a high level of risk management.

Financial Risk - The financial risks faced by the business are focused around credit and liquidity

Credit risk - The credit risk is attributable to trade debtors. The amounts shown in the financial statements are after bad and doubtful debt provisions. These are based on policies implemented to manage the credit risk and require credit checks on customers and prospects. The amount of exposure to any single customer is subject to credit limits which are regularly reviewed. The group also uses credit insurance to mitigate the risk.

Liquidity risk - The group has limited exposure to liquidity risk as a consequence of having limited long-term external borrowings. The group manages liquidity risk by monitoring working capital and ensuring there are sufficient funds to meet future payments.

Loans relating to assets held under hire purchase contracts are secured upon the assets to which they relate.

On behalf of the board

Mr R Jones **Director**

1 November 2022

DIRECTOR'S REPORT

FOR THE YEAR ENDED 30 JUNE 2022

The director presents his annual report and financial statements for the year ended 30 June 2022.

Principal activities

The principal activity of the company continued to be that of a holding company. The principal activity of the group continued to be that of office design, space planning, office fit-out, project management, supply of office furniture, and electrical contracting, installation and testing.

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. The director does not recommend payment of a further dividend.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

Mr R Jones

Mr K T Mashford

(Resigned 14 February 2022)

Auditor

UHY Hacker Young have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

Mr R Jones

Director

1 November 2022

DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 2022

The director is responsible for preparing the Annual 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 group and company, and of the profit or loss of the group 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the;
- prepare the on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VELAR PROJECTS LTD

Opinion

We have audited the financial statements of Velar Projects Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2022 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including 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).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2022 and of the group's 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.

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 are independent of the group and parent 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may east significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The director is responsible for the other information contained within the annual report. 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.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF VELAR PROJECTS LTD

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 director

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, and for such internal control as the director determines 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 director is responsible for assessing the parent 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 director either intends to liquidate the parent company or to cease operations, or has 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.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the relevant sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006 and ISO standards;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to
 instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF VELAR PROJECTS LTD

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial statements, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on 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.

Mr John Griffiths (Senior Statutory Auditor)
For and on behalf of UHY Hacker Young

1 November 2022

Chartered Accountants Statutory Auditor

Newport South Wales United Kingdom

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2022

	Notes	2022 £	2021 £
Turnover Cost of sales	3	29,476,970 (23,780,869)	21,434,896 (17,172,826)
Gross profit		5,696,101	4,262,070
Administrative expenses Other operating income		(4,548,532) 2,000	(3,550,818) 125,595
Operating profit	4	1,149,569	836,847
Interest receivable and similar income Interest payable and similar expenses	8	215 (97,877)	14 (79,433)
Profit before taxation		1,051,907	757,428
Tax on profit	10	(26,171)	(194,771)
Profit for the financial year		1,025,736	562,657
Profit for the financial year is attributable to:			
- Owners of the parent company - Non-controlling interests		1,004,327 21,409	516,806 45,851
		1,025,736	562,657

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2022

	2022 £	2021 £
Profit for the year	1,025,736	562,657
Other comprehensive income	-	-
Total comprehensive income for the year	1,025,736	562,657
Total comprehensive income for the year is attributable to: - Owners of the parent company - Non-controlling interests	1,004,327 21,409	516,806 45,851
non controlling interests	1,025,736	562,657

GROUP BALANCE SHEET AS AT 30 JUNE 2022

		202	2	202	1
	Notes	£	£	£	£
Fixed assets					
Goodwill	12		811,979		946,184
Tangible assets	13		417,574		448,885
			1,229,553		1,395,069
Current assets					
Debtors	16	6,728,607		6,548,629	
Cash at bank and in hand		62,984		961,511	
		6,791,591		7,510,140	
Creditors: amounts falling due within one year	17	(4,610,613)		(5,986,586)	
Net current assets			2,180,978		1,523,554
Total assets less current liabilities			3,410,531		2,918,623
Creditors: amounts falling due after more than					
one year	18		(1,387,500)		(1,902,839)
Provisions for liabilities					
Deferred tax liability	21	23,971		22,960	
			(23,971)		(22,960)
Net assets			1,999,060		992,824
THE MASSELY					
Capital and reserves					
Called up share capital	23		1		1
Share premium account			259,999		259,999
Profit and loss reserves			1,591,730		587,403
Equity attributable to owners of the parent					
сотряпу			1,851,730		847,403
Non-controlling interests			147,330		145,421
			1,999,060		992,824

The financial statements were approved by the board of directors and authorised for issue on 1 November 2022 and are signed on its behalf by:

Mr R Jones Director

Company registration number 10926131 (England and Wales)

COMPANY BALANCE SHEET

AS AT 30 JUNE 2022

	Notes	2022 £	£	2021 £	£
Fixed assets					
Investments	14	1,75	4,314		1,754,314
Current assets					
Cash at bank and in hand		5		5	
Creditors: amounts falling due within one year					
	17	(1,497,332)		(1,494,319)	
Net current liabilities		(1,49	7,327)		(1,494,314)
Net assets		25	6,987		260,000
		_			
Capital and reserves					
Called up share capital	23		1		1
Share premium account		25	9,999		259,999
Profit and loss reserves		((3,013)		<u> </u>
Total equity			6,987		260,000

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The c empany's loss for the year was £3,013 (2021 - £347,235 profit).

The financial statements were approved by the board of directors and authorised for issue on 1 November 2022 and are signed on its behalf by:

Mr R Jones

Director

Company registration number 10926131 (England and Wales)

VELAR PROJECTS LTD

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

Balance at 30 June 2022	Year ended 30 June 2022: Profit and total comprehensive income for the year Dividends	Balance at 30 June 2021	Year ended 30 June 2021: Profit and total comprehensive income for the year Dividends Own shares acquired	Balance at 1 July 2020	
	=		=		Notes
	, ,			_	Share capital
259,999	, ,	259,999		259,999	SharePr premium account £
1,591,730	1,004,327	587,403	516,806 (35,685) (311,550)	417,832	ShareProfit and loss emium reserves ecount £
1,851,730	1,004,327	847,403	516,806 (35,685) (311,550)	677,832	Totallon controlling interest
147,330	21,409 (19,500)	145,421	45,851 (12,000)	111,570	Totation-controlling interest terest
1,999,060		992,824	562,657 (47,685) (311,550)	789,402	Total £

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

		Share capital	SharePr	ofit and loss	Total
		·	premium account	reserves	
	Notes	£	£	£	£
Balance at 1 July 2020		1	259,999	-	260,000
Year ended 30 June 2021:					
Profit and total comprehensive income for the year				347,235	347,235
Dividends	11	-	-		(35,685)
	11	-	-	(35,685)	
Own shares acquired				(311,550)	(311,550)
Balance at 30 June 2021		1	259,999	_	260,000
Year ended 30 June 2022:					
Loss and total comprehensive income for the year				(3,013)	(3,013)
Balance at 30 June 2022		1	259,999	(3,013)	256,987

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2022

	2022				2022		1
	Notes	£	£	£	£		
Cash flows from operating activities							
Cash absorbed by operations	29		(121,913)		(85,531)		
Interest paid			(97,877)		(79,433)		
Income taxes paid			(121,922)		(71,487)		
Net cash outflow from operating activities			(341,712)		(236,451)		
Investing activities							
Purchase of tangible fixed assets		(17,584)		(334,048)			
Loan to Employee Ownership Trust		-		(1,000,000)			
Interest received		215		14			
Net cash used in investing activities			(17,369)		(1,334,034)		
Financing activities							
Redemption of shares		-		(311,550)			
Proceeds from borrowings		-		2,250,000			
Repayment of borrowings		-		(507,641)			
Repayment of bank loans		(512,611)		-			
Payment of finance leases obligations		(7,335)		(7,335)			
Dividends paid to equity shareholders		-		(35,685)			
Dividends paid to non-controlling interests		(19,500)		(12,000)			
Net cash (used in)/generated from financing							
activities			(539,446)		1,375,789		
Net decrease in cash and cash equivalents			(898,527)		(194,696)		
Cash and cash equivalents at beginning of year			961,511		1,156,207		
Cash and cash equivalents at end of year			62,984		961,511		

NOTES TO THE GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies

Company information

Velar Projects Ltd ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is Summers House, Pascal Close, St Mellons, Cardiff, CF3 0LW.

The group consists of Velar Projects Ltd and all of its subsidiaries.

1.1 Accounting convention

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

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \pounds .

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being the parent of a group which prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense
 and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of
 collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in
 other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening
 and closing number and weighted average exercise price of share options, how the fair value of options granted was
 measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of
 modifications to arrangements:
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies

(Continued)

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Velar Projects Ltd together with all entities controlled by the parent company (its subsidiaries).

All financial statements are made up to 30 June 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

1.4 Going concern

At the time of approving the financial statements, the director has a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Turnovei

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.6 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

1.7 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies (Continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land Not depreciated

 Leasehold improvements
 Over the period of the lease

 Fixtures and fittings
 20% straight line on cost

 Motor vehicles
 25% straight line on cost

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

1.8 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.9 Construction contracts

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the reporting end date. 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.

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

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable that they will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred. When costs incurred in securing a contract are recognised as an expense in the period in which they are incurred, they are not included in contract costs if the contract is obtained in a subsequent period.

The "percentage of completion method" is used to determine the appropriate amount to recognise in a given period. The stage of completion is measured by the proportion of contract costs incurred for work performed to date compared to the estimated total contract costs. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. These costs are presented as stocks, prepayments or other assets depending on their nature, and provided it is probable they will be recovered.

1.10 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies

(Continued)

1.11 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in other administrative expenses.

1.12 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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 profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.16 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the balance sheet as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(Continued)

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Revenue recognition

As noted in 1.9 above, revenue from contracts is recognised by reference to the stage of completion, this inevitably involves the directors making estimates about the total anticipated costs of contracts and the future costs; these estimates can have a significant effect on revenue recognition and profit.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Recoverability of retention balances

Management regularly reviews retention balances and makes provision for balances that it believes will not be recovered. The assessment of retention recovery requires management's best estimate based on knowledge of the underlying contracts and past history of recovery.

3 Turnover and other revenue

	2022	2021
	£	£
Turnover analysed by class of business		
Office design and fit out etc	29,476,970	21,430,903
Electrical works	-	3,993
	29,476.970	21,434,896
	2022	2021
	£	£
Other revenue		
Interest income	215	14
Grants received	-	59,662

All turnover in both the year ended 30 June 2022 and the year ended 30 June 2021 was generated in the United Kingdom. As such no geographical analysis of turnover is provided.

4 Operating profit

	2022	2021
	£	£
Operating profit for the year is stated after charging/(crediting):		
Government grants	-	(59,662)
Depreciation of owned tangible fixed assets	31,753	41,704
Depreciation of tangible fixed assets held under finance leases	17,142	17,142
Amortisation of intangible assets	134,205	134,205
Operating lease charges	202,531	166,365

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

Auditor's remuneration		
	2022	2021
Fees payable to the company's auditor and associates:	£	£
For audit services		
Audit of the financial statements of the group and company	3,000	3,000
Audit of the financial statements of the company's subsidiaries	19,000	18,000
	22,000	21,000
For other services		
Taxation compliance services	2,000	2,500

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

		Group 2022 Number	2021 Number	Company 2022 Number	2021 Number
Sales		6	6	-	-
Operation		53	45	-	-
Adminis	stration	5	5	-	-
Total		64	56	_	
Their ag	gregate remuneration comprised:				
		Group		Company	
		2022	2021	2022	2021
		£	£	£	£
Wages a	and salaries	2,964,325	2,195,350	-	-
	ecurity costs	317,248	227,514	-	-
Pension	costs	133,474	78,849	-	-
		3,415,047	2,501,713	- -	-
Directo	r's remuneration				
				2022 £	2021 £
Remune	eration for qualifying services			210,672	27,200
	ny pension contributions to defined co	ontribution schemes		35,698	15,167
				246,370	42,367

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

7	Director's remuneration		(Continued)
	Remuneration disclosed above includes the following amounts paid to the highest paid di	rector:	
		2022	2021
		£	£
	Remuneration for qualifying services	110,175	-
	Company pension contributions to defined contribution schemes	34,937	
	As total directors' remuneration was less than £200,000 in the prior year. no disclosure is	provided for that year	
	The number of directors for whom retirement benefits are accruing under defined contribu (2021: 1).	ution schemes amount	ed to 2
8	Interest receivable and similar income		
		2022	2021
	Interest income	£	£
	Interest on bank deposits	_	14
	Other interest income	215	-
	Total income	215	14
9	Interest payable and similar expenses	2022	2021
		£	£
	Interest on bank overdrafts and loans	95,782	76,993
	Interest on finance leases and hire purchase contracts	1,469	1,469
	Other interest	626	971
	Total finance costs	97,877	79,433
10	Taxation		
		2022 £	2021 £
	Current tax		
	UK corporation tax on profits for the current period	235,624	192,168
	Adjustments in respect of prior periods	(210,464)	
	Total current tax	25,160	192,168

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

10	Taxation		(Continued)
		2022	2021
	Deferred tax	£	£
	Origination and reversal of timing differences	(6,240)	2,603
	Changes in tax rates	7,251	2,003
	Total deferred tax	1,011	2,603
	Total tax charge	26,171	194,771
	The actual charge for the year can be reconciled to the expected charge for the year based on standard rate of tax as follows:	the profit or loss a	nd the
		2022	2021
		£	£
	Profit before taxation	1,051,907	757,428
	Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	199,862	143,911
	Tax effect of expenses that are not deductible in determining taxable profit	32,022	48.094
	Adjustments in respect of prior years	(210,464)	3,061
	Effect of change in corporation tax rate	7,251	-
	Permanent capital allowances in excess of depreciation		(295)
	Other temporary timing differences	(1,319)	` -
	Effect of tax rate change on current year deferred tax	(1,181)	-
	Taxation charge	26,171	194,771
	Corporation tax adjustments in respect of prior periods relate to R&D tax credits for 2020 and	id 2021.	
11	Dividends		
		2022	2021
	Recognised as distributions to equity holders:	£	£
	Final paid	-	35,685

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

12 Intangible fixed assets

Group	Goodwill £
Cost	
At 1 July 2021 and 30 June 2022	1,342,049
Amortisation and impairment	
At 1 July 2021	395,865
Amortisation charged for the year	134,205
At 30 June 2022	530,070
Carrying amount	
At 30 June 2022	811,979
At 30 June 2021	946,184

The company had no intangible fixed assets at 30 June 2022 or 30 June 2021.

13 Tangible fixed assets

Group	Freehold land	Leasehold	Fixtures and Motor vehicles		Total	
		improvements	fittings			
	£	£	£	£	£	
Cost						
At 1 July 2021	285,250	397,875	277,693	127,794	1,088,612	
Additions	-	-	17,584	-	17,584	
At 30 June 2022	285,250	397,875	295,277	127,794	1,106,196	
Depreciation and impairment						
At 1 July 2021	-	326,800	209,418	103,509	639,727	
Depreciation charged in the year	-	9,105	22,648	17,142	48,895	
At 30 June 2022		335,905	232,066	120,651	688,622	
Carrying amount						
At 30 June 2022	285,250	61,970	63,211	7,143	417,574	
At 30 June 2021	285,250	71,075	68,275	24,285	448,885	

The company had no tangible fixed assets at 30 June 2022 or 30 June 2021.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

13	Tangible fixed assets					(Continued)
	The net carrying value of tangible fixed a purchase contracts.	assets includes the	e following in res	pect of assets hel	d under finance	leases or hire
			Group		Company	
			2022	2021	2022	2021
			£	£	£	£
	Motor vehicles		7,143	24,285	-	-
14	Fixed asset investments					
			Group	2021	Company	2021
		B.I 4	2022	2021	2022	2021
		Notes	£	£	£	£
	Investments in subsidiaries	15	-	-	1,754,314	1,754,314
	Movements in fixed asset investments					
	Company					Shares in
						subsidiaries
	Control Indian					£
	Cost or valuation					1.754.214
	At 1 July 2021 and 30 June 2022					1,754,314
	Carrying amount					
	At 30 June 2022					1,754,314
	At 30 June 2021					1,754,314

15 Subsidiaries

Details of the company's subsidiaries at 30 June 2022 are as follows:

Name of undertaking	Class of shares held	% I Direct	Held Indirect
Paramount Office Interiors Limited	Ordinary and Ordinary A	100.00	-
S. Jones & Sons (Electrical Contractors) Limited	Ordinary	0	75.00
Paramount Office Interiors Employee Ownership Trustee Limited	Ordinary		
		0	100.00

The registered office of all of the above companies is Summers House, Pascal Close, St Mellons, Cardiff, CF3 0LW.

Subsequent to the year end on 15 July 2022 the group disposed of its 75% shareholding in subsidiary company S. Jones & Sons (Electrical Contractors) Limited, see note 25 for further details.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

16	Debtors				
		Group		Company	
		2022	2021	2022	2021
	Amounts falling due within one year:	£	£	£	£
	Trade debtors	2,757,368	4,739,074	-	-
	Gross amounts owed by contract customers	2,805,759	580,574	-	-
	Other debtors	1,022,506	1,064,393	-	-
	Prepayments and accrued income	142,974	164,588	-	-
		6,728,607	6,548,629	-	

Included within other debtors is £1,000,000 (2021: £1,000,000) due from Paramount Office Interiors Employee Ownership Trust, the ultimate controlling party.

17 Creditors: amounts falling due within one year

		Group		Company	
		2022	2021	2022	2021
	Notes	£	£	£	£
Bank loans	19	450,000	483,167	-	-
Obligations under finance leases	20	35,895	7,335	-	-
Trade creditors		2,331,547	2,658,768	-	-
Amounts owed to group undertakings		-	-	1,463,832	1,463,819
Corporation tax payable		123,756	220,518	-	-
Other taxation and social security		741,836	888,009	-	-
Other creditors		670,211	585,473	30,500	30,500
Accruals and deferred income		257,368	1,143,316	3,000	-
		4,610,613	5,986,586	1,497,332	1,494,319

Obligations under finance leases are secured on the assets to which they relate.

Refer to note 19 for further details regarding bank loans and other loans.

18 Creditors: amounts falling due after more than one year

		Group		Company	
		2022	2021	2022	2021
	Notes	£	£	£	£
Bank loans and overdrafts	19	1,387,500	1,866,944	-	-
Obligations under finance leases	20	-	35,895	-	-
		1,387,500	1,902,839		-

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

18 Creditors: amounts falling due after more than one year

(Continued)

Obligations under finance leases are secured on the assets to which they relate.

Refer to note 19 for further details regarding bank loans and other loans.

Included within bank loans is £nil (2021: £37,500) which is repayable in instalments after more than 5 years from the balance sheet date.

19 Loans and overdrafts

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Bank loans	1,837,500	2,350,111	-	-
Payable within one year	450,000	483,167	-	-
Payable after one year	1,387,500	1,866,944	-	-

Bank loans at 30 June 2022 include £1,837,500 (2021: £2,250,000) relating to money received in relation to a Coronavirus Business Interruption Loan ("CBIL"). This balance is secured over a debenture held by National Westminster Bank Plc.

Interest is charged on the CBIL at an effective rate of 0% for the first 12 months and a fixed rate of 3.96% p.a. over Base Rate thereafter. The loan is repayable in monthly instalments from August 2021 and is repayable in full by 01 July 2026. Included within bank loans is £nil (2021: £37,500) in respect of the CBIL which is repayable in instalments after more than 5 years from the balance sheet date.

Also included within bank loans is a loan of £nil (2021: £100,111) on which interest is charged at 10.99% per annum. This loan was repayable in monthly instalments and was repayable in full by November 2022, however this was repaid in full during the year.

20 Finance lease obligations

	Group			
	2022	2021	2022	2021
	£	£	£	£
Future minimum lease payments due under finance				
leases:				
Within one year	35,895	7,335	=	-
In two to five years	-	35,895	-	-
	35,895	43,230		

Finance lease payments represent rentals payable by the group for certain motor vehicles. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 48 months. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

21 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities	Liabilities
	2022	2021
Group	£	£
Accelerated capital allowances	23,971	22,960
The company has no deferred tax assets or liabilities.		
	Group	Company
	2022	2022
Movements in the year:	£	£
Liability at 1 July 2021	22,960	-
Charge to profit or loss	1,011	-
Liability at 30 June 2022	23,971	-

The deferred tax liability set out above relates to accelerated capital allowances that are expected to reverse over the useful life of the assets.

22 Retirement benefit schemes

	2022	2021
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	133,474	78,849

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

23 Share capital

Group and company	2022	2021	2022	2021
Ordinary share capital	Number	Number	£	£
Issued and fully paid				
Ordinary of 1p each	100	100	1	1

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

24 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group	Company			
	2022	2021	2022	2021	
	£	£	£	£	
Within one year	194,079	171,927	-	-	
Between two and five years	608,991	582,240	-	-	
In over five years	66,310	198,930	-	-	
	869,380	953,097			

25 Events after the reporting date

On 15 July 2022 the group disposed of its 75% shareholding in subsidiary company S. Jones & Sons (Electrical Contractors) Limited for total consideration (including deferred consideration) of £440,625.

26 Related party transactions

During the prior year the Paramount Office Interiors Employee Ownership Trust (the "EOT") acquired 51% of the shares in the company for £2,040,000 including deferred consideration of £1,040,000. The company's subsidiary, Paramount Office Interiors Limited made a loan of £1,000,000 to the EOT to facilitate the acquisition which is for the benefit of all of the group's employees. Included within other debtors is £1,000,000 (2021: £1,000,000) due from the EOT. The EOT, Paramount Office Interiors Employee Ownership Trust, is now the ultimate controlling party.

27 Directors' transactions

The directors operate current loan accounts which is credited with payments made by the directors and any cash introduced and debited with private expenses and cash drawn. The amount outstanding due to the directors at the period end was £30,500 (2021: £30,500). This amount being included in creditors: amounts falling due within one year. There have been no movements in this balance during the year.

28 Controlling party

The ultimate controlling party is Paramount Office Interiors Employee Ownership Trust which owns 51% of Velar Projects Ltd. The Trust is for the benefit of all of the employees of subsidiary company Paramount Office Interiors Limited giving them a stake in the business and incentivising them to promote the continued success of the company.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

29	Cash absorbed by group operations			
			2022	2021
			£	£
	Profit for the year after tax		1,025,736	562,657
	Adjustments for:			
	Taxation charged		26,171	194,771
	Finance costs		97,877	79,433
	Investment income		(215)	(14)
	Amortisation and impairment of intangible assets		134,205	134,205
	Depreciation and impairment of tangible fixed assets		48,895	58,846
	Movements in working capital:			
	Decrease in stocks		-	397,110
	Increase in debtors		(179,978)	(1,317,888)
	Decrease in creditors		(1,274,604)	(194,651)
	Cash absorbed by operations		(121,913)	(85,531)
30	Analysis of changes in net debt - group			
		1 July 2021	Cash flows	30 June 2022
		£	£	£
	Cash at bank and in hand	961,511	(898,527)	62,984
	Borrowings excluding overdrafts	(2,350,111)	512,611	(1,837,500)
	Obligations under finance leases	(43,230)	7,335	(35,895)
		(1,431,830)	(378,581)	(1,810,411)

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.