Registration number: 02697046

ERH Communications Limited

Annual Report and Financial Statements

for the Year Ended 31 May 2017

WBV Limited The Third Floor Langdon House Langdon Road Swansea SA18QY



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Company Information

Director

Mr J C Mathias

Registered office

Parcau Isaf Farm

Laleston

Bridgend Mid Glamorgan CF32 0NB

Auditors

WBV Limited The Third Floor Langdon House Langdon Road

Swansea SAI 8QY

Strategic Report for the Year Ended 31 May 2017

The director presents his strategic report for the year ended 31 May 2017.

Principal activity

The principal activity of the company is Civil engineering, fibre optic engineering and communication systems installation and associated maintenance, surveillance systems, traffic management, street lighting and tunnel maintenance.

Fair review of the business

The company's strategic focus is within infrastructure frameworks.

The gross profit margin is 11.88% (31/05/2017: 6.86%) and on average the sales have increased by 21.5% when compared to the previous 8 month period.

The company's staffing levels have decreased from 65 in 31/05/2016 to 55 in 31/05/2017.

The company's bank balances have increased from £79,206 at 31/05/2016 to £146,012 at 31/05/2017.

The company's level of working capital has improved slightly, with a net current liability of £2,205,821 at 31/05/2017 (£2,380,024 at 31/05/2016).

The company's key financial and other performance indicators during the year were as follows:

	Unit	2017	2016
Gross Profit Margin	%	12	7
Net Profit Margin	%	2	(11)
Annual Turnover Growth	%	32	(40)

Principal risks and uncertainties

In common with similar businesses, the company is at risk from adverse changes in economic conditions, customers' tighter budgets and being unable to recruit staff. The directors have carefully considered the financial risks involved in undertaking its range of activities, and consider the company has an appropriate level of specialist staff to supervise and control its operations.

Approved by the director on 23 November 2017 and signed on its behalf by:

Mr J C Marhias Director

Director's Report for the Year Ended 31 May 2017

The director presents his report and the financial statements for the year ended 31 May 2017.

Directors of the company

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

Mr Graham Morgan (resigned 14 March 2017)

Mr D M Mathias (Retired 28 July 2016)

Mr J C Mathias (appointed 28 July 2016)

Financial instruments

Objectives and policies

The financial risk management objectives of the company are set by the board of directors with a view to minimising the group's exposure to price risk, credit risk, liquidity risk and cash flow risk.

The company finances its operations through the generation of cash from operating activities, bank and group borrowings.

Price risk, credit risk, liquidity risk and cash flow risk

Interest rate exposure is managed through regular reviews of borrowing agreements. Liquidity risk is managed through forecasting the future cash flow requirements of the business and maintaining sufficient cash at bank balances.

Going concern

The financial statements have been prepared on a going concern basis in the knowledge of the on-going support of the associated company, Centregreat Limited.

Disclosure of information to the auditors

The director has taken steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information. The director confirms that there is no relevant information that he knows of and of which he knows the auditors are unaware.

Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of WBV Limited as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the director on 23 November 2017 and signed on its behalf by:

Mr J C Mathras Director

Statement of Director's Responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

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

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of ERH Communications Limited

We have audited the financial statements of ERH Communications Limited for the year ended 31 May 2017, set out on pages 7 to 21. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective responsibilities of the director and auditor

As explained more fully in the Statement of Director's Responsibilities (set out on page 4), the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 May 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter

In forming our opinion which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements concerning the company's ability to continue as a going concern. At 31 May 2017 the company's current liabilities exceeded its total assets by £(2,195,817). These conditions indicate the existence of a material uncertainty which may cast significant doubt over the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Independent Auditor's Report to the Members of ERH Communications Limited

Opinion on other matter prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and 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 Director's Report have been prepared in accordance with applicable legal requirements.

In the light of our 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 the Director's Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- the directors were not entitled to prepare financial statements in accordance with the small companies regime
 and take advantage of the small companies exemption in preparing the directors' report and take advantage
 of the small companies exemption from the requirement to prepare a strategic report.

Philip Hunkin BSc FCA (Senior Statutory Auditor)
For and on behalf of WBV Limited, Statutory Auditor

The Third Floor Langdon House Langdon Road Swansea SA1 8QY

23 November 2017

Profit and Loss Account for the Year Ended 31 May 2017

	Note	2017 £	2016 £
Turnover	3	12,080,802	6,628,915
Cost of sales		(10,646,157)	(6,173,940)
Gross profit		1,434,645	454,975
Administrative expenses		(1,234,623)	(1,139,384)
Operating profit/(loss)	4	200,022	(684,409)
Interest payable and similar expenses	5	(15,815)	(42,327)
		(15,815)	(42,327)
Profit/(loss) before tax		184,207	(726,736)
Profit/(loss) for the financial year		184,207	(726,736)

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

Statement of Comprehensive Income for the Year Ended 31 May 2017

	2017 £	2016 £
Profit/(loss) for the year	184,207	(726,736)
Total comprehensive income for the year	184,207	(726,736)

(Registration number: 02697046) Balance Sheet as at 31 May 2017

	Note	2017 £	2016 £
Fixed assets			
Tangible assets	9	10,004	-
Current assets			
Stocks	10	657,949	420,591
Debtors	11	2,216,578	2,154,560
Cash at bank and in hand		146,012	79,206
		3,020,539	2,654,357
Creditors: Amounts falling due within one year	13	(5,226,360)	(5,034,381)
Net current liabilities		(2,205,821)	(2,380,024)
Net liabilities		(2,195,817)	(2,380,024)
Capital and reserves			
Called up share capital	15	10,000	10,000
Profit and loss account	16	(2,205,817)	(2,390,024)
Total equity		(2,195,817)	(2,380,024)

Approved and authorised by the director on 23 November 2017

Mr J C Mathias Director

Statement of Changes in Equity for the Year Ended 31 May 2017

	Profit and loss		
	Share capital £	account £	Total £
At 1 June 2016	10,000	(2,390,024)	(2,380,024)
Profit for the year	<u> </u>	184,207	184,207
Total comprehensive income	<u>.</u>	184,207	184,207
At 31 May 2017	10,000	(2,205,817)	(2,195,817)
		Profit and loss	
	Share capital	account	Total
	£	£	£
At 1 June 2015	10,000	(1,663,288)	(1,653,288)
Loss for the year		(726,736)	(726,736)
Total comprehensive income	<u> </u>	(726,736)	(726,736)
At 31 May 2016	10,000	(2,390,024)	(2,380,024)

The notes on pages 12 to 21 form an integral part of these financial statements. Page $10\,$

ERH Communications Limited

Statement of Cash Flows for the Year Ended 31 May 2017

	Note	2017 £	2016 £
Cash flows from operating activities			
Profit/(loss) for the year		184,207	(726,736)
Adjustments to cash flows from non-cash items		•	
Depreciation and amortisation	4	1,236	-
Finance costs	5	15,815	42,327
		201,258	(684,409)
Working capital adjustments			
(Increase)/decrease in stocks	10	(237,358)	293,950
Increase in trade debtors	11	(62,018)	(525,772)
Increase in trade creditors	13	191,979	984,746
Net cash flow from operating activities		93,861	68,515
Cash flows from investing activities			
Acquisitions of tangible assets		(11,240)	-
Cash flows from financing activities			
Interest paid	5	(15,815)	(42,327)
Net increase in cash and cash equivalents		66,806	26,188
Cash and cash equivalents at 1 June		79,206_	53,018
Cash and cash equivalents at 31 May		146,012	79,206

Notes to the Financial Statements for the Year Ended 31 May 2017

1 General information

The company is a private company limited by share capital, incorporated in England & Wales.

The address of its registered office is:

Parcau Isaf Farm Laleston Bridgend Mid Glamorgan

Mid Glamorgan

CF32 0NB

The principal place of business is:

Grange Industrial Estate

Cwmbran

NP44 8HQ

Wales

These financial statements were authorised for issue by the director on 23 November 2017.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention. The going concern basis has been adopted in the knowledge of the on-going support of Centregreat Ltd.

Going concern

The directors are aware that the company's liabilities exceeded its assets at 31 May 2017. The directors have considered the company's current financial and trading position and they are satisfied that based on the continued support of Centregreat Ltd the company will trade profitably in the future and be able to meet its liabilities as they fall due.

The trading position is expected to improve and current financial information supports this view.

On this basis the directors are satisfied that the going concern basis is appropriate for the preparation of the financial statements.

At 31 May 2017 there are net current liabilities of £2,205,821 and although the company is now profit making the profits are not sufficient to clear the negatives reserves in the near future.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the company's activities.

Notes to the Financial Statements for the Year Ended 31 May 2017

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

A deferred tax asset is only recognised when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable profits against which to recover carried forward tax lossess and / or from which the future reversal of underlying timing differences can be deducted.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Depreciation method and rate

Office Equipment

33% straight line

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Notes to the Financial Statements for the Year Ended 31 May 2017

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised at the transaction price.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Notes to the Financial Statements for the Year Ended 31 May 2017

The analysis of the company's revenue for the year from continuing operations is as follows:

3 Revenue

Turnover The analysis of the company's turnover for the year by class of business i	Year ended 31 May 2017 £ 12,080,802 s as follows:	1 October 2015 to 31 May 2016 £ 6,628,915
Rendering of services The analysis of the company's turnover for the year by market is as follow	Year ended 31 May 2017 £ 12,080,802	1 October 2015 to 31 May 2016 £ 6,628,915
	Year ended 31 May 2017	1 October 2015 to 31 May 2016

4 Operating profit

UK

Arrived at after charging/(crediting)	Year ended 31 May 2017	1 October 2015 to 31 May 2016 £
Depreciation expense	1,236	-
Audit of the financial statements	7,750	7,750

£

6,628,915

12,080,802

Notes to the Financial Statements for the Year Ended 31 May 2017

5 Interest payable and similar charges

	Year ended 31 May 2017 £	1 October 2015 to 31 May 2016 £
Interest on bank overdrafts and borrowings	120	-
Interest expense on other finance liabilities	15,695	42,327
	15,815	42,327

6 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	Year ended 31 May 2017 £	1 October 2015 to 31 May 2016 £
Wages and salaries	1,756,921	1,497,862
Social security costs	193,121	156,576
Pension costs, defined contribution scheme	104,941	102,230
Other employee expense	10,697	7,214
	2,065,680	1,763,882

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

	2017 No.	2016 No.
Production	43	47
Administration and support	12	18
	55	65

7 Auditors' remuneration

•	Year ended 31 May 2017 £	1 October 2015 to 31 May 2016 £
Audit of the financial statements	7,750	7,750

8 Taxation

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2016 - the same as the standard rate of corporation tax in the UK) of 19.83% (2016 - 20%).

The differences are reconciled below:

Notes to the Financial Statements for the Year Ended 31 May 2017

	Year ended 31 May 2017 £	1 October 2015 to 31 May 2016 £
Profit/(loss) before tax	184,207	(726,736)
Corporation tax at standard rate	36,528	(145,347)
Effect of expense not deductible in determining taxable profit (tax loss)	3,363	8,695
Effect of tax losses	(39,710)	136,671
Tax increase (decrease) from effect of capital allowances and depreciation	(181)	(19)
Total tax charge/(credit)	-	-
9 Tangible assets		
	Furniture, fittings and equipment £	Total £
Cost or valuation Additions	11,240	11,240
At 31 May 2017	11,240	11,240
Depreciation Charge for the year	1,236	1,236
At 31 May 2017	1,236	1,236
Carrying amount		
At 31 May 2017	10,004	10,004
10 Stocks		
	31 May 2017 £	31 May 2016 £
Work in progress	657,949	420,591
11 Debtors		
	31 May 2017	31 May 2016 £
Trade debtors	1,630,643	1,769,945
Other debtors	535,489	346,620
Prepayments	50,446	37,995
Total current trade and other debtors	2,216,578	2,154,560

Notes to the Financial Statements for the Year Ended 31 May 2017

12 Cash and cash equivalents

		31 May 2017 £	31 May 2016 £
Cash on hand		354	37
Cash at bank		145,658	79,169
		146,012	79,206
13 Creditors			
	,Note	31 May 2017 £	31 May 2016 £
Due within one year			
Trade creditors		1,357,940	1,409,824
Amounts due to related parties	18	1,676,599	1,854,639
Social security and other taxes		663,956	866,096
Other payables		1,461,502	803,287
Accrued expenses	•	66,363	100,535
		5,226,360	5,034,381

14 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £104,941 (2016 - £102,230).

15 Share capital

Allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary Share Capital of £1 each	10,000	10,000	10;000	10,000

16 Reserves

Share Capital

represents the nominal value of shares that have been issued

Profit & Loss

includes all current and prior perios retained profits and losses

Notes to the Financial Statements for the Year Ended 31 May 2017

17 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	20)17	2016	
	;	£	£	
Later than one year and not later than five years	``	60,000	60,000	ŀ

The amount of non-cancellable operating lease payments recognised as an expense during the year was £60,000 (2016 - £45,000).

18 Related party transactions

Summary of transactions with parent

Parent

The company provided an interest-free loan to the parent company.

Summary of transactions with entities with joint control or significant interest

Related by virtue of common control

During the year, costs were recharged and services invoiced at market value.

The companies also provided interest-free loans.

Income and receivables from related parties

2017	joint control or significant influence £
Sale of goods	9,762
Receipt of services	801,012
Amounts receivable from related party	810,774 3,048
	The AiAi an acciale
2016	Entities with joint control or significant influence £
2016 Sale of goods	joint control or significant influence £
2016 Sale of goods Receipt of services	joint control or significant influence
Sale of goods	joint control or significant influence £

Entities with

Expenditure with and payables to related parties

Notes to the Financial Statements for the Year Ended 31 May 2017

2017 Purchase of goods		Entities with joint control or significant influence £ 623,462
Rendering of services		2,854,589
Leases		95,689
		3,573,740
Amounts payable to related party		746,539
		Entities with joint control or significant influence
2016		£
Purchase of goods		225,909
Rendering of services Leases		825,273 45,000
Leases		
		1,096,182
Amounts payable to related party		456,965
Loans to related parties		
,		Entities with joint control or significant
	Parent	influence
2017	£	£
At start of period Advanced	4,100	346,620 184,119
At end of period	4,100	530,739
		Entities with joint control or significant influence
2016		£ 346,620
Advanced		340,020

Terms of loans to related parties

The loan is repayable on demand.

Loans from related parties

Notes to the Financial Statements for the Year Ended 31 May 2017

2017	Entities with joint control or significant influence
At start of period	1,854,639
Repaid	(178,040)
At end of period	1,676,599
	Entities with joint control or significant influence
2016	£
At start of period	380,409
Advanced	1,474,230
At end of period	1,854,639

19 Parent and ultimate parent undertaking

The company's immediate parent is Centregreat Construction Ltd, incorporated in England & Wales.

The ultimate controlling party is Mr J C Mathias.