

Ongo Commercial Limited

Report and Financial Statements

Year Ended

31 March 2022

Company Number 08048444 (England and Wales)

Ongo Commercial Limited

Report and financial statements
for the year ended 31 March 2022

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Ongo Commercial Limited

Report and financial statements for the year ended 31 March 2022

Board Members

The following members, who are formally recognised as Directors at Companies House, have held office during the period and to the date of this report unless otherwise stated:

P Gouldthorpe
A Harrison
L Coulson
R Walder
P Warburton

Executive leadership team:	Chief Executive	S Hepworth
	Property Director	P Stones
	Director of Resource and Commercial Services	A Harrison
	Director of Corporate & Compliance Services	J Sugden
	Director of Communities	K Hornsby

Secretary and registered office:	J Sugden Ongo House High Street Scunthorpe North Lincolnshire DN15 6AT
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Company Number	08048444
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Auditor:	Crowe U.K. LLP 3 rd Floor The Lexicon Mount Street Manchester M2 5NT
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Bankers:	Barclays Bank plc One Snowhill Snow Hill Queensway Birmingham B4 6GN
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Solicitors:		
Devonshires Solicitors Park House Park Square Leeds LS1 2PW	Forbes Solicitors Rutherford House 4 Wellington Street (St Johns) Blackburn BB1 8DD	MSB Solicitors 17a-b Allerton Road Allerton Liverpool L18 1LG

Bermans Exchange Station Titheburn Street Liverpool L2 2QP	Trowers and Hamblins 55 Princess Street Manchester M2 4EW	Wilkin Chapman LLP Cartergate House 26 Chantry Lane Grimsby DN31 2LJ
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Knights Professional Services Limited
The Lexicon
Munt Street
Manchester
M2 5FA

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2022

Nature of business

Ongo Commercial Limited is a company limited by shares which are wholly-owned by Ongo Partnership Ltd.

The corporate structure of the Ongo group is clearly defined and the relationship between this Company, the parent and its other subsidiaries is set out in Intra-Group agreements which were considered and approved by each of their Boards.

The purpose of the Company is to develop commercial business opportunities to generate traded income on a profit basis to enhance the business of the group. The company ceased to trade in a previous financial year.

At the end of the financial year Ongo Commercial had two wholly owned subsidiaries – Ongo Roofing Limited (t/a Ashbridge Roofing) and Ongo Heating & Plumbing Limited (t/a Hales & Coultas Heating and Plumbing).

Consolidated accounts have not been prepared because Ongo Partnership Limited produces consolidated accounts for the Ongo group as a whole.

Board and Executive Directors

The Board Members and Executive Management Team serving during the period and up to the date of signing the Financial Statements are listed on page 3. The Board Members listed on page 3 are the statutory directors of the company under Companies Act 2006. None of the Board Members and Executive Management Team holds any interests in the capital of this company, or of Ongo Partnership Limited.

Members of the Executive Management Team act as executives within the authority delegated through the Intra-group Agreement between Ongo Partnership Limited, Ongo Commercial Limited and Ongo Homes Limited. The Company's insurance policies indemnify Board Members and officers against liability when acting on its behalf.

Financial Statements

The Directors present their report and audited Financial Statements of the Company for the year ended 31 March 2022.

Going Concern

The Board have reviewed financial assumptions during the budget process to ensure the company remains a going concern. The Board believes that while some uncertainty remains in respect of COVID-19 and the effects of inflationary pressures these do not pose a material uncertainty that would cast doubt on the company's ability to continue as a going concern. The Board has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, being a period of twelve months after the date on which the report and financial statements are signed. For this reason, it continues to adopt the going concern basis in the financial statements.

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2022 (*continued*)

Statement of the Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under company law the 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 those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 directors are 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 it to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them for safeguarding the assets of the Company and to prevent and detect fraud and other irregularities.

External Audit

In so far as the Board is aware, all of the current board members have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditor for the purposes of their audit and to establish that the auditor is aware of that information. The directors are not aware of any relevant audit information of which the auditor is unaware.

NHF Code of Governance

The Board has adopted the National Housing Federation (NHF) Code of Governance (2020) and this is the first year the code has been used. When the code was launched a gap analysis was written and work has been ongoing throughout the year to embed compliance. Following an assessment against the code the Board consider it is fully compliant except for 3.7.3. The 2020 NHF Code of Governance introduced a new requirement (3.7.3) around maximum tenure normally being six years. A succession plan has been agreed for the Board with the aim to eventually meet the tenure of six years. To avoid several Board Members leaving Ongo at the same time, potentially risking a loss of experience and skills, a staggered approach has been agreed. This sees some Members stay beyond their six-year term to provide a period of stability as Ongo continues to embed its new governance structure.

The following areas of the Code are not applicable to this company:

- 1.6.6, 1.6.7 and 3.4.5 as it does not have any shareholders.
- 2.8, 2.8.1 and 2.8.2 as there are no joint ventures.

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2022 (continued)

Small companies provisions

This Directors' report has been prepared in accordance with the small companies provisions of the Companies Act 2006.

By Order of the Board



P Warburton
Director

Date: 1st September 2022

Ongo Commercial Limited

Independent auditor's report to the members of Ongo Commercial Limited for the year ended 31 March 2022

Opinion

We have audited the financial statements of Ongo Commercial Limited for the year ended 31 March 2022 which comprise the statement of financial position as at 31 March 2022, the statement of comprehensive income for the year then ended, the statement of changes in equity for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 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.

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 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 directors' 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 cast significant doubt on the 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 directors with respect to going concern are described in the relevant sections of this report.

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.

Ongo Commercial Limited

Independent auditor's report to the members of Ongo Commercial Limited for the year ended 31 March 2022

Opinion on other matter 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in directors' 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 company, 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
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and Taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and the timing of recognition of income. Our audit procedures to respond to these risks included enquiries of management and the Group Audit & Risk Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases and reading minutes of meetings of those charged with governance.

Ongo Commercial Limited

Independent auditor's report to the members of Ongo Commercial Limited for the year ended 31 March 2022

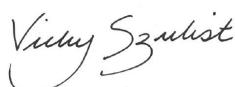
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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.



Vicky Szulist
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
Manchester

26th September 2022

Ongo Commercial Limited

Statement of comprehensive Income for the year ended 31 March 2022

	Note	2022 £	2021 £
Turnover		-	6,204
Cost of sales		-	(5,879)
Gross profit		-	325
Administration expenses		(3,355)	(415)
Other income		6,048	6,048
Operating profit/(loss)	2	2,693	5,958
Interest receivable		11,648	13,200
Interest payable		(12,333)	(13,178)
Loans unimpaired		-	240,000
Profit/(loss) on ordinary activities before taxation		2,008	245,980
Taxation on profit/(loss) on ordinary activities	5	(382)	-
Profit/(loss) for the financial year		1,626	245,980
Other comprehensive income		-	-
Total comprehensive profit/(loss) for the year		1,626	245,980

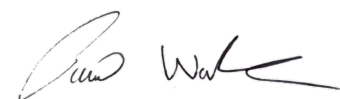
The notes on pages 13 to 18 form part of these financial statements.

Ongo Commercial Limited

Statement of financial position at 31 March 2022

Company number: 08048444	Note	2022 £	2022 £	2021 £	2021 £
Fixed assets					
Investments	6		2		2
			<u>2</u>		<u>2</u>
Current assets					
Debtors - receivable within one year	7	-		495	
Debtors - receivable after one year	7	180,000		240,000	
Cash at bank and in hand		36,826		34,323	
			<u>216,826</u>	<u>274,818</u>	
Total current assets					
Creditors - amounts falling due within one year	8	(382)		-	
			<u>216,444</u>	<u>274,818</u>	
Net current assets/(liabilities)					
			<u>216,446</u>	<u>274,820</u>	
Total assets less current liabilities					
Creditors - amounts falling due after more than one year	9		(379,273)	(439,273)	
			<u>(162,827)</u>	<u>(164,453)</u>	
Total net liabilities					
Capital and reserves					
Called up share capital	10		1		1
Profit and loss account			(162,828)	(164,454)	
			<u>(162,827)</u>	<u>(164,453)</u>	
Total shareholders' deficit					
			<u>(162,827)</u>	<u>(164,453)</u>	

The financial statements were approved by the Board of Directors and authorised for issue on 1 September 2022



P Warburton
Director



S Hepworth
Chief Executive Officer

The notes on pages 13 to 18 form part of these financial statements.

Ongo Commercial Limited

Statement of changes in equity for the year ended 31 March 2022

	Profit & loss account £	Called up share capital £	Total £
Balance at 1 April 2021	(164,454)	1	(164,453)
Profit/(loss) for the period	1,626	-	1,626
	<hr/>	<hr/>	<hr/>
Other comprehensive loss for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive profit/(loss) for the year	1,626	-	1,626
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2022	(162,828)	1	(162,827)

Statement of changes in equity For the year ended 31 March 2021

	Profit & loss account £	Called up share capital £	Total £
Balance at 1 April 2020	(410,434)	1	(410,433)
Profit/(loss) for the period	245,980	-	245,980
	<hr/>	<hr/>	<hr/>
Other comprehensive loss for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive profit/(loss) for the year	245,980	-	245,980
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2021	(164,454)	1	(164,453)

The notes on pages 13 to 18 form part of these financial statements.

Ongo Commercial Limited

Notes forming part of the financial statements
for the year ended 31 March 2022

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Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2022

1 Significant accounting policies

Ongo Commercial Limited is a company limited by shares incorporated in England & Wales under the Companies Act 2006. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the directors' report. The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires company management to exercise judgement in applying the company's accounting policies.

The presentation currency of the financial statements is the Pound Sterling (£), rounded to the nearest £1.

The following principal accounting policies have been applied:

Financial Reporting Standard 102 – reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The financial Reporting Standard applicable in the UK and Republic of Ireland":

- o the requirements of Section 4 Statement of Financial position paragraph 4.12(a)(iv);
- o the requirements of Section 7 Statement of Cash Flows;
- o the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- o the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- o the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29; and
- o the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Ongo Partnership Limited as at 31 March 2022 and these financial statements may be obtained from Ongo House, High Street, Scunthorpe, North Lincolnshire, DN15 6AT.

Going concern

The company's financial plans have been reviewed and the Board are satisfied that these plans are affordable and that the financial statements should be prepared on a going concern basis.

The board have reviewed the company's financial forecasts for the two years ended 31 March 2024, to ensure they reflect the risks and financial impacts as relevant and proportionate to our business, including any potential impact that may arise as a result of further outbreaks of Covid-19 along with the effects of inflationary pressures.

The company has effective controls and processes in place to manage and monitor cash flows. On this basis, the board consider it appropriate for the financial statements to be prepared on a going concern basis.

Turnover

Revenue from the sales of goods and services is recognised when the Company has transferred the significant risks and rewards of ownership to the buyer and it is probable that the Company will receive the previously agreed upon payment. These criteria are considered to be met when the services are delivered to the buyer.

Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2022

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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's subsidiaries operate and generate taxable income.

Deferred balances are not recognised in respect of any timing differences that have originated but not reversed by the balance sheet date.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Debtors

Trade and other debtors are recognised at the settlement amount due after any trade discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due.

Financial instruments

The company only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Cash at bank and in hand

Cash at bank and in hand includes deposits which can be withdrawn within 24 hours without penalty and short term deposits which have a maturity period of 3 months or less and are not subject to significant risk of changes in value.

Liabilities

Liabilities are recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably.

2 Operating profit/(loss)

All fees for the audit of the company's annual accounts are paid by the ultimate parent company of the group.

3 Employees

No employees are paid directly by the company. The company had an average of five directors during the year.

4 Directors' remuneration

The remuneration of the directors is paid by Ongo Partnership Limited and the relevant portion is recharged to Ongo Commercial (with a mark-up).

Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2022

5 Taxation on profit on ordinary activities

Ongo Commercial Limited, having incurred taxable losses for this and the previous financial period, is not liable to UK corporation tax in either year.

Deferred tax balances are not recognised.

<i>UK corporation tax</i>	2022	2021
	£	£
Current tax on profit/(loss) for the year	382	-
	<hr/>	<hr/>
Taxation on profit/(loss) on ordinary activities	382	-
	<hr/> <hr/>	<hr/> <hr/>

The tax assessed for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK applied to profit before tax. The difference are explained below:

	2022	2021
	£	£
Profit/(loss) on ordinary activities before tax	2,008	245,980
	<hr/> <hr/>	<hr/> <hr/>
Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 19%	382	46,736
Effects of:		
Income/expenses not deductible for tax purposes	-	(45,600)
Group relief	-	4,619
Deferred tax not recognised	-	(5,755)
	<hr/>	<hr/>
Total tax charge for period	382	-
	<hr/> <hr/>	<hr/> <hr/>

Ongo Commercial Limited

Notes forming part of the financial statements
for the year ended 31 March 2022

6 Fixed asset investments

	Subsidiary undertakings £	Total £
Cost:		
At 1 April 2021	2	2
Disposals	-	-
	-----	-----
At 31 March 2022	2	2
	-----	-----
Net book value:		
At 31 March 2022	2	2
	=====	=====
At 31 March 2021	2	2
	=====	=====

Subsidiary undertakings

The company has interests at the year end in the following:

	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held	Nature of business
Ongo Roofing Limited	England and Wales	100%	Roofing
Ongo Heating and Plumbing Limited	England and Wales	100%	Heating and plumbing

7 Debtors

	2022 £	2021 £
Receivable within one year		
Trade debtors	-	370
Other debtors	-	125
	-----	-----
	-	495
	=====	=====
Receivable after one year		
Amounts due from group undertakings - loans	180,000	240,000
	=====	=====

Included in debtors are loans to group companies totalling £180,000. These loans are due for repayment in full by 31 March 2025. Repayment of these loans is at the borrower's discretion and they have therefore been included in amounts falling due after more than one year.

Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2022

8	Creditors: amounts falling due within one year	2022	2021
		£	£
	Tax and other social security	382	-
		<u>382</u>	<u>-</u>

9	Creditors: amounts falling due after more than one year	2022	2021
		£	£
	Amounts owed to group undertakings - loans	379,273	439,273
		<u>379,273</u>	<u>439,273</u>

Included in creditors are loans from a group company totalling £379,273. These loans are due for repayment in full by 31 March 2025. Repayment of these loans is at the borrower's discretion and they have therefore been included in amounts falling due after more than one year.

10	Share capital	2022	2021
		£	£
	<i>Allotted, called up and fully paid</i>		
	One ordinary share of £1.00 each	1	1
		<u>1</u>	<u>1</u>

11 Related party disclosures

The ultimate controlling party is Ongo Partnership Limited and its consolidated accounts are available to the public from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

Other than transactions between the group and other group subsidiaries themselves, the company does not believe it has any 'Related Parties' and therefore no relevant transactions occurred during the year.