

Ongo Commercial Limited

Report and Financial Statements

Year Ended 31 March 2023

Company Number 08048444 (England and Wales)

Ongo Commercial Limited

Report and financial statements
for the year ended 31 March 2023

Contents

Page:

3	Executives and advisors
4	Directors' Report
7	Independent auditor's report
10	Statement of comprehensive income
11	Statement of financial position
12	Statement of changes in equity
13	Index of notes
14	Notes forming part of the financial statements

Ongo Commercial Limited

Report and financial statements for the year ended 31 March 2023

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 Customer Service	K Hornsby

Secretary and registered office:	J Sugden Ongo House High Street Scunthorpe North Lincolnshire DN15 6AT
---	---

Company Number	08048444
-----------------------	----------

Auditor:	Crowe U.K. LLP 3 rd Floor The Lexicon Mount Street Manchester M2 5NT
-----------------	--

Bankers:	Barclays Bank plc One Snowhill Snow Hill Queensway Birmingham B4 6GN
-----------------	---

Solicitors:		
Devonshires Solicitors Park House Park Square Leeds LS1 2PW	Forbes Solicitors Rutherford House 4 Wellington Street (St Johns) Blackburn BB1 8DD	Knights Professional Services The Lexicon Munt Street Manchester M2 5FA

Bermans Exchange Station Titheburn Street Liverpool L2 2QP	Trowers and Hamlins 55 Princess Street Manchester M2 4EW	Wilkin Chapman LLP Cartergate House 26 Chantry Lane Grimsby DN31 2LJ
--	---	--

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2023

Nature of business

Ongo Commercial Limited is a company limited by shares. The notes to the accounts provide details on the ultimate parent company, including details of a change which occurred post year end.

The purpose of the Company was to develop commercial business opportunities to generate traded income on a profit basis to enhance the business of the group.

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.

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 2023.

Going Concern

The board of directors have, following the year end, concluded that the company should cease to trade and will be dissolved via a members' voluntary liquidation.

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2023 (*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 Practices). 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.

Ongo Commercial Limited

Directors' Report for the year ended 31 March 2023 (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: 7 September 2023

Ongo Commercial Limited

Independent auditor's report to the members of Ongo Commercial Limited for the year ended 31 March 2023

Opinion

We have audited the financial statements of Ongo Commercial Limited for the year ended 31 March 2023 which comprise the statement of financial position as at 31 March 2023; the statement of comprehensive income for the year then ended, the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 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.

Emphasis of matter

We draw attention to Note 1 to the financial statements which explains that the directors intend to liquidate the company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in Note 1. Our opinion is not modified in respect of this matter.

Other information

The Directors are responsible for the other information 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 2023

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 period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has 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
- 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors report and from the requirement to prepare a strategic report.

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 that are applicable to the Company and determined the most significant are the appropriate accounting standards in conformity with the requirements of the Companies Act 2006 and the Financial Services legislation;

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience, through discussion with the Directors, and from inspection of the Company's board minutes and legal and regulatory correspondence. We discussed the policies and procedures regarding compliance with laws and regulations with the Chief Financial Officer;

Ongo Commercial Limited

Independent auditor's report to the members of Ongo Commercial Limited for the year ended 31 March 2023

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management from relevant parts of the business to understand where management considered there was a susceptibility to fraud. We also considered the potential for management to manage earnings and influence the perceptions of the financial statements.

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.

Audit procedures performed by the engagement team included:

- Evaluation of the design of controls established to address the risks related to material irregularities in the financial statements; Testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to non-routine transactions.
- Evaluation of income recognition policies and any judgements made around income recognition; reviewing the income system for significant deficiencies or susceptibility to fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates;
- Agreement of the financial statement disclosures to underlying supporting documentation;
- Making enquiries of management;
- Review of minutes of board meetings throughout the period;

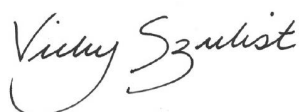
Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

13th September 2023

Ongo Commercial Limited

Statement of comprehensive Income for the year ended 31 March 2023

	Note	2023 £	2022 £
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administration expenses		3	(3,355)
Other income		6,048	6,048
Operating profit	2	6,051	2,693
Interest receivable		6,336	11,648
Interest payable		(9,419)	(12,333)
Loan forgiven	4	199,273	-
Profit/ on ordinary activities before taxation		202,241	2,008
Taxation on profit on ordinary activities	5	(564)	(382)
Profit for the financial year		201,677	1,626
Other comprehensive income		-	-
Total comprehensive profit for the year		201,677	1,626

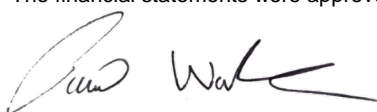
The notes on pages 13 to 17 form part of these financial statements.

Ongo Commercial Limited

Statement of financial position at 31 March 2023

Company number: 08048444	Note	2023 £	2023 £	2022 £	2022 £
Fixed assets					
Investments	6		2		2
			<u>2</u>		<u>2</u>
Current assets					
Debtors - receivable after one year	7	-		180,000	
Cash at bank and in hand		39,412		36,826	
		<u>39,412</u>		<u>216,826</u>	
Total current assets		39,412		216,826	
Creditors - amounts falling due within one year	8	(564)		(382)	
		<u></u>	38,848	<u></u>	216,444
Total assets less current liabilities			38,850		216,446
Creditors - amounts falling due after more than one year	9		-		(379,273)
		<u></u>	38,850	<u></u>	(162,827)
Total net liabilities			38,850		(162,827)
Capital and reserves					
Called up share capital	10		1		1
Profit and loss account			38,849		(162,828)
		<u></u>	38,850	<u></u>	(162,827)

The financial statements were approved by the Board of Directors and authorised for issue on 7 September 2023



P Warburton
Director



S Hepworth
Chief Executive Officer

The notes on pages 13 to 17 form part of these financial statements.

Ongo Commercial Limited

Statement of changes in equity for the year ended 31 March 2023

	Profit & loss account £	Called up share capital £	Total £
Balance at 1 April 2022	(162,828)	1	(162,827)
Profit for the period	201,677	-	201,677
Other comprehensive profit for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive profit for the year	201,677	-	201,677
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2023	38,849	1	38,850

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 for the period	1,626	-	1,626
Other comprehensive loss for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive profit for the year	1,626	-	1,626
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2022	(162,828)	1	(162,827)

The notes on pages 13 to 17 form part of these financial statements.

Ongo Commercial Limited

Notes forming part of the financial statements
for the year ended 31 March 2023

INDEX OF NOTES

General notes

1 Accounting policies

Statement of comprehensive income related notes

2 Operating profit

3 Employees

4 Exceptional item

5 Taxation on profit on ordinary activities

Statement of financial position related notes

6 Fixed asset investments

7 Debtors

8 Creditors: amounts falling due within one year

9 Creditors: amounts falling due within one year

10 Share capital

11 Related party disclosures

Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2023

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 2023 and these financial statements may be obtained from Ongo House, High Street, Scunthorpe, North Lincolnshire, DN15 6AT.

Going concern

The directors concluded, after the 31 March 2023, that the company should cease trading and be dissolved via a members voluntary liquidation. Accordingly, the financial statements have been prepared on a basis other than as a going concern.

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 2023

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

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 Exceptional item

A loan from the ultimate parent company with a balance of £199,273 was formally forgiven in the year. This value is included as a credit within the company's statement of comprehensive income.

Ongo Commercial Limited

Notes forming part of the financial statements
for the year ended 31 March 2023

5 Taxation on profit on ordinary activities

<i>UK corporation tax</i>	2023	2022
	£	£
Current tax on profit/(loss) for the year	564	382
	<hr/>	<hr/>
Taxation on profit/(loss) on ordinary activities	564	382
	<hr/> <hr/>	<hr/> <hr/>

The tax assessed for the year is lower than (2022: same as) the standard rate of corporation tax in the UK applied to profit before tax. The difference are explained below:

	2023	2022
	£	£
Profit/(loss) on ordinary activities before tax	202,241	2,008
	<hr/>	<hr/>
Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 19%	38,426	382
Effects of:		
Income/expenses not deductible for tax purposes	(37,862)	-
	<hr/>	<hr/>
Total tax charge for period	564	382
	<hr/> <hr/>	<hr/> <hr/>

6 Fixed asset investments

	Subsidiary undertakings	Total
	£	£
Cost:		
At 1 April 2022	2	2
	<hr/>	<hr/>
At 31 March 2023	2	2
	<hr/>	<hr/>
Net book value:		
At 31 March 2023	2	2
	<hr/>	<hr/>
At 31 March 2022	2	2
	<hr/> <hr/>	<hr/> <hr/>

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

Ongo Commercial Limited

Notes forming part of the financial statements for the year ended 31 March 2023

7	Debtors	2023 £	2022 £
	Receivable after one year		
	Amounts due from group undertakings - loans	-	180,000
		=====	=====
8	Creditors: amounts falling due within one year	2023 £	2022 £
	Tax and other social security	564	382
		-----	-----
		564	382
		=====	=====
9	Creditors: amounts falling due after more than one year	2023 £	2022 £
	Amounts owed to group undertakings - loans	-	379,273
		-----	-----
		=====	=====
10	Share capital	2023 £	2022 £
	<i>Allotted, called up and fully paid</i>		
	One ordinary share of £1.00 each	1	1
		-----	-----
		=====	=====

11 Related party disclosures

The ultimate controlling party at 31 March 2023 was Ongo Partnership Limited and its consolidated accounts are available to the public from www.ongo.co.uk

On 1 April 2023 the ultimate controlling party became Ongo Homes Limited, whose address is Ongo House, High Street, Scunthorpe, North Lincolnshire, DN15 6AT

Other than transactions between the group and other subsidiaries themselves, the company does not believe it has any related parties.