KNOWLE GREEN ESTATES LTD ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

COMPANY INFORMATION

Directors T Collier

S Buttar A Fillis D Levy

Secretary F Hussain

Company number 10170860

Registered office Council Offices

Knowle Green

Staines-Upon-Thames

Middlesex TW18 1XB

Auditor MGI Midgley Snelling LLP

Ibex House Baker Street Weybridge Surrey KT13 8AH

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 5
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9 - 13

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their annual report and financial statements for the year ended 31 March 2022.

Principal activities

The principal activity of the company continued to be that of providing affordable housing lettings for families, keyworkers and private individuals who are resident in the Borough of Spelthorne.

Directors

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

T Collier

S Buttar

A Fillis

D Levy

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 these financial statements, the directors are required to:

- · select suitable accounting policies and then 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 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 them to ensure that the financial statements comply with the Companies Act 2006. They are 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.

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 company's auditor 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 company's auditor is aware of that information.

Significant Transactions

During the year, Spelthorne Borough Council agreed to transfer Benwell House and West Wing to the company as part of the property portfolio Knowle Green Estates Limited owns.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

On behalf of the board

T Collier Director

Date: 29/03/23

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KNOWLE GREEN ESTATES LTD

Opinion

We have audited the financial statements of Knowle Green Estates Ltd (the 'company') for the year ended 31 March 2022 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity 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 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; 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 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 other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are 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 directors' report for the financial year 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF KNOWLE GREEN ESTATES LTD

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 the 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, 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, 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.

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

In planning and designing our audit tests, we identify and assess the risks of material misstatements within the financial statements, whether due to fraud or error. Our assessment of these risks includes consideration of the nature of the industry and sector, the control environment and the business performance along with the results of our enquiries of management, about their own identification and assessment of the risks of irregularities. We are also required to perform specific procedures to respond to the risk of management override.

As a result of this assessment, we considered the opportunities and incentives that may exist within the company for fraud and identified that the greatest area of risk was in relation to management override.

We have obtained an understanding of the legal and regulatory frameworks that the company operates in from discussions with the director and our knowledge of the company and its industry sector. We have focused on the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and local tax legislation.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF KNOWLE GREEN ESTATES LTD

We performed the following audit procedures after consideration of the above risks which included the following:

- enquiry of management of actual and potential litigation and claims;
- reviewing correspondence with HMRC and the company's legal advisors;
- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks
 of material misstatement due to fraud:
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and
- reviewing meeting minutes between the directors and employees during the year.

The engagement partner has assessed that all engagement team members were made aware of the relevant laws and regulations and potential fraud risks and were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. The risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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.

Tracey Wickens
Senior Statutory Auditor
For and on behalf of MGI Midgley Snelling LLP

Chartered Accountants Statutory Auditor 30/03/2023

Ibex House Baker Street Weybridge Surrey KT13 8AH

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022

	2022	2021
	£	£
Turnover	781,359	168,437
Administrative expenses	(536,373)	(161,754)
Operating profit	244,986	6,683
Interest payable and similar expenses	(100,652)	(101,319)
Profit/(loss) before taxation	144,334	(94,636)
Tax on profit/(loss)	-	993
Profit/(loss) for the financial year	144,334	(93,643)
Other comprehensive income		
Revaluation of tangible fixed assets	4,052,176	(2,326,352)
Tax relating to other comprehensive income	(731,535)	-
Total comprehensive income for the year	3,464,975	(2,419,995)

BALANCE SHEET

AS AT 31 MARCH 2022

		20	2022		2022		2021	
	Notes	£	£	£	£			
Fixed assets								
Tangible assets	4		32,996,900		4,542,272			
Current assets								
Debtors	5	78,679		11,999				
Cash at bank and in hand		155,855		68,917				
		234,534		80,916				
Creditors: amounts falling due within one year	6	(616,295)		(295,659)				
Net current liabilities			(381,761)		(214,743)			
Total assets less current liabilities			32,615,139		4,327,529			
Creditors: amounts falling due after more than one year	7		(28,704,489)		(4,613,389)			
Provisions for liabilities			(731,535)		-			
Net assets/(liabilities)			3,179,115		(285,860)			
Capital and reserves								
Called up share capital	8		1		1			
Revaluation reserve	9		3,320,641		_			
Profit and loss reserves			(141,527)		(285,861)			
Total equity			3,179,115		(285,860)			

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

The financial statements were approved by the board of directors and authorised for issue on .: 29/3/23 and are signed on its behalf by:

A Fillis

Director

Company Registration No. 10170860

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

	Share capital	Revaluation reserve	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 April 2020	1	2,246,727	(112,593)	2,134,135
Year ended 31 March 2021:				
Loss for the year	-	-	(93,643)	(93,643)
Other comprehensive income:				
Revaluation of tangible fixed assets		(2,326,352)	=	(2,326,352)
Total comprehensive income for the year	-	(2,326,352)	(93,643)	(2,419,995)
Transfers	_	79,625	(79,625)	(2,410,000)
Balance at 31 March 2021	1	-	(285,861)	(285,860)
Year ended 31 March 2022:				was well
Profit for the year	-	-	144,334	144,334
Other comprehensive income:	-	<u>=</u>	=	-
Revaluation of tangible fixed assets	-	4,052,176	=	4,052,176
Tax relating to other comprehensive income	-	(731,535)	=	(731,535)
Total assessment analysis in source for the years		2 220 644	444.004	2.404.075
Total comprehensive income for the year		3,320,641	144,334	3,464,975
Balance at 31 March 2022	1	3,320,641	(141,527)	3,179,115

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

Company information

Knowle Green Estates Ltd is a private company limited by shares incorporated in England and Wales. The registered office is Council Offices, Knowle Green, Staines-Upon-Thames, Middlesex, TW18 1XB.

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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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 £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The directors have a reasonable expectation that the company has adequate resources and financial support from Spelthorne Borough Council to continue as a going concern for the foreseeable future. This is evidenced by the balance sheet showing healthy net assets at the year end.

The business plan for the company is to continue to increase their property portfolio including assured short-hold tenancies and affordable housing. The council's overall property strategy is part of the long-term objective of sustainable local regeneration and housing supported by good financial strength and stability.

The company remains integral to the council's strategy. As such, the company continues to adopt the going concern basis in preparing the annual report and financial statements

1.3 Turnover

Turnover is measured at the fair value of the consideration of rents received or receivable, net of discounts.

1.4 Tangible fixed assets

Land and buildings within fixed assets are initially measured at cost, comprising the purchase price and any costs attributed to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the company.

Land and buildings are then carried at fair value under the revaluation model, determined as the amount that would be paid for the asset in its existing use. Assets held at their fair value are revalued sufficiently regularly to ensure that their carrying value amount are not materially different from their fair value at the year end, as a minimum every five years.

Any aggregate surplus or deficit arising from the changes in fair value is recognised in other comprehensive income, with associated reserves recognised separately within revaluation reserves. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold land and buildings

over 50 years on a straight line basis

1.5 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.

1.6 Financial instruments

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

1.7 Equity instruments

Equity instruments issued by the company 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 company.

1.8 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 company'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 when the company has 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.

1.9 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 FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are 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.

3 Employees

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

		2022 Number	2021 Number
	Total	4	4
4	Tangible fixed assets		Land and buildings £
	Cost or valuation At 1 April 2021 Additions Revaluation		4,625,000 24,441,390 3,930,510
	At 31 March 2022		32,996,900
	Depreciation and impairment At 1 April 2021 Depreciation charged in the year Revaluation		82,728 38,938 (121,666)
	At 31 March 2022		-
	Carrying amount At 31 March 2022 At 31 March 2021		32,996,900

The fair value of the properties has been arrived at on the basis of an independent valuation carried out in December 2021 by Wilks Head & Eve (WHE), RICS registered Chartered Surveyors. The surveyors completed the valuation report in accordance with the Existing Use Value (EUV) basis. A further valuation at the balance sheet date was deemed unnecessary where market conditions hadn't fluctuated since and appropriate and reliable market information existed for the directors to ascertain their own valuation.

Payable by instalments

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

4	Tangible fixed assets		(Continued
	Land and buildings are carried at valuation. If land and buildings were meas historic cost amounts would have been £29,146,014 (2021: £4,704,624).	ured using the co	st model, the
	Value of land in the freehold land and buildings is £7,068,980 (2021: £1,156,25	0).	
5	Debtors		
	Amounts falling due within one year:	2022 £	202
	Trade debtors	33,088	11,006
	Other debtors	45,591 ————	993
		78,679	11,999
i	Creditors: amounts falling due within one year		
		2022 £	202
	Trade creditors	10,459	6,67
	Amounts owed to parent company Other creditors	546,630 59,206	148,105 140,879
		616,295	295,659
	Creditors: amounts falling due after more than one year	2000	200
		2022 £	2021 £
	Amounts owed to parent company	28,704,489	4,613,389
	The long term intercompany loans provided by Spelthorne Borough Council charges over all the assets of the company.	(Parent) are secu	red by fixed
	The tangible assets purchased in 2019 and 2022 were funded by loans from The loan agreements were entered in March 2019 and March 2022 for a perior rate taken from the Public Works Loan Board lending facility.		
	Creditors which fall due after five years are as follows:	2022 £	2021 £

4,359,813

27,409,288

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

8	Called up share capital	2022	2021	2022	2021
	Ordinary share capital	Number	Number	£ 2022	£ 2021
	Issued and fully paid			_	_
	Ordinary share of £1 each	1	1	1	1
9	Revaluation reserve				
				2022	2021
				£	£
	At the beginning of the year			_	2,246,727
	Revaluation surplus/(deficit) arising in the year			4,052,176	(2,326,352)
	Deferred tax on revaluation of tangible assets			(731,535)	-
	Other movements				79,625
	At the end of the year			3,320,641	-
10	Capital commitments				
	Amounts contracted for but not provided in the fina	incial statements	s:		
				2022	2021
				£	£
	Acquisition of tangible fixed assets			-	15,286,000

The following is in relation to the prior years capital commitment:-

Due to the delays in handing over Benwell House Phase 1 and West Wing during 2021/22, and the ongoing delays with obtaining Council approval for the Oast House and Thameside House developments. The Directors requested a short term cash flow loan from the Council, which was granted through to 31 March 2022.

11 Parent company

Knowle Green Estates Limited is a private company limited by shares and incorporated in England and is a wholly owned subsidiary of Spelthorne Borough Council who's registered office is Spelthorne Borough Council, Knowle Green, Staines-Upon-Thames, TW18 1XB.

DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2022

	2022		2021	
	£	£	£	£
Turnover				
Sales		781,359		168,437
Administrative expenses				
Management charge	310,708		130,464	
Waste	1,750		-	
Landscape / gardening	11,774		914	
Unexpected property related costs	525		-	
Non exec directors fees	10,264		9,212	
Letting costs	25,435		-	
Rates	22,853		(483)	
Cleaning	18,238		3,635	
Pest control	427		-	
Power, light and heat	15,253		3,081	
Repairs and maintenance	51,030		15,548	
Computer running costs	-		971	
Postage, courier and delivery charges	-		74	
Professional subscriptions	-		328	
Legal and professional fees	1,470		8,425	
Accountancy	1,750		1,000	
Audit fees	18,600		3,000	
Bank charges	2,299		892	
Insurances	1,624		1,512	
Telecommunications	3,435		799	
Depreciation	38,938		38,934	
(Profit)/loss on sale of tangible assets	-		(56,552)	
		(536,373)		(161,754)
Operating profit		244,986		6,683
Interest payable and similar expenses				
Bank interest on loans and overdrafts		(100,652)		(101,319)
Profit/(loss) before taxation		144,334		(94,636)

