

JS RESIDUAL LTD
ANNUAL REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2020



Registered No. 03753462

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JS RESIDUAL LTD
03753462
COMPANY INFORMATION
For the year ended 30 April 2020

DIRECTORS A S Thomis
 S R Walther
 R A Flitton (appointed 18 January 2021)
 J C Whalvin (appointed 31 August 2020)

SECRETARY S Bilkhu

REGISTERED OFFICE Riverside Road
 Pottington Business Park
 Barnstaple
 Devon
 EX31 1LY

REGISTERED NUMBER 03753462

AUDITOR RSM UK AUDIT LLP
 Chartered Accountants
 The Pinnacle
 170 Midsummer Boulevard
 Milton Keynes
 Buckinghamshire
 MK9 1BP

The directors present their strategic report for the year ended 30th April 2020.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The Company recorded an operating profit before exceptional items of £0.0m (2019: £0.0m) on turnover of £0.0m (2019: £0.0m).

On 1 July 2018, all of the employees of the Company were transferred to the parent company, Systems Engineering and Assessment Ltd, through TUPE arrangements. This was a key step in the process of integrating the two businesses, which was completed on 1 May 2018 when all the net assets of the company were transferred to its parent at net book value, along with the transfer or novation of all existing customer and supplier contracts. From this date, the Company has ceased to undertake any commercial activity and has not entered into any new contracts or agreements.

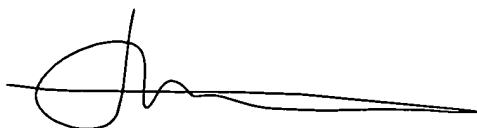
PRINCIPAL RISKS AND UNCERTAINTIES

As mentioned previously the Company's trading operations alongside assets and commercial contracts were transferred to Systems Engineering and Assessment Ltd on the 1 May 2018. Any inherent risk and uncertainties associated with trading and commercial operations were also transferred. As a result there were no risks noted from the COVID-19 outbreak in the current year.

POST BALANCE SHEET EVENT

With effect from 8 October 2020, the name of the Company was changed from J+S Limited to JS Residual Ltd.

Approved by the Board of Directors on 28 January 2021 and signed by order of the Board.



J C Whalvin
Director

JS RESIDUAL LTD
03753462
REPORT OF THE DIRECTORS
For the year ended 30 April 2020

The directors of JS Residual Ltd (Registered Company Number 03753462) (the "Company") present their report and financial statements for the year ended 30 April 2020.

RESULTS AND DIVIDENDS

All activities were transferred to Systems Engineering And Assessment Ltd at during the prior year and therefore there are no reportable results for the current year.

CHARITABLE AND POLITICAL DONATIONS

During the year the Company made no charitable donations (2019: £nil). The Company made no political donations during the year (2019: £nil).

EMPLOYEE INVOLVEMENT

The Company has no employees.

DISABLED PERSONS

The policy of the Company is to offer the same opportunities to disabled people as to all others in respect of recruitment and career advancement, provided their disability does not prevent them from carrying out their required duties. Employees who become disabled will, wherever possible, be retained, rehabilitated and, where necessary, retrained.

RESEARCH AND DEVELOPMENT

During the year the Company incurred and expensed £0.0m research and development costs (2019: £0.0m).

GOING CONCERN

On the 1 May 2018, the company ceased trading following the transfer of its trade and assets to its immediate parent company, Systems Engineering and Assessment Limited. The directors do not intend to acquire a replacement trade for the company and plan to dissolve the entity during 2021, accordingly, they have not prepared the financial statements on a going concern basis. The change in the basis of the preparation of the financial statements has not resulted in any changes to the value of the company's assets or liabilities.

DIRECTORS

The directors who have served during the year and up to the date of this report are as follows:

A S Thomis

S R Walther

R A Flitton (*appointed 18th January 2021*)

S J Hill (*resigned 31 August 2020*)

M A Kelly (*appointed 31 August 2020, resigned 18th January 2021*)

J C Whalvin (*appointed 31 August 2020*)

STATEMENT IN RESPECT OF INFORMATION PROVIDED TO THE AUDITOR

So far as each of the directors in office at the time this report is approved are aware:

- i. There is no relevant information of which the auditor is unaware; and

- ii. They have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

OTHER INFORMATION

An indication of likely future developments in the business and particulars of significant events (if applicable) which have occurred since the end of the financial year have been included in the Strategic Report (page 2).

AUDITOR

RSM UK AUDIT LLP were appointed as auditor to the Group and in accordance with section 485 of the Companies Act 2006, a resolution proposing their appointment was passed by the Board on 9 June 2020.

Approved by the Board of Directors 28 January 2021 and signed by order of the Board.



J C Whalvin
Director

Riverside Road
Pottington Business Park
Barnstaple
Devon
EX31 1LY

JS RESIDUAL LTD
03753462
STATEMENT OF DIRECTORS' RESPONSIBILITIES
For the year ended 30 April 2020

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK 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 these 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JS RESIDUAL LTD
For the year ended 30 April 2020

Opinion

We have audited the financial statements of JS Residual Ltd (the 'company') for the year ended 30 April 2020 which comprise the profit and loss account, statement of financial position, statement of changes in equity 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 FRS 101 "Reduced Disclosure Framework" (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 30 April 2020 and of its result 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 – Non-going concern basis of accounting

We draw attention to note 1.4 of the financial statements which describes the preparation of the financial statements on a non-going concern basis. As described in note 1.4, the company ceased trading on 1 May 2018, and the directors plan to dissolve the entity during 2021, the directors have concluded that it is no longer appropriate to prepare the financial statements on a going concern basis. There have been no adjustments made to the financial statements as a result of the application of the non-going concern basis of accounting. Our opinion is not modified in respect of this matter.

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. 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.

In connection with our audit of the financial statements, 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 there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JS RESIDUAL LTD
For the year ended 30 April 2020

Opinions on other matters 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 the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report 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 the strategic report or 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.

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JS RESIDUAL LTD
For the year ended 30 April 2020

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.

RICHARD BARTLETT-RAWLINGS (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
The Pinnacle, 170 Midsummer Boulevard
Milton Keynes
Buckinghamshire
MK9 1BP
Date:

JS RESIDUAL LTD
03753462
PROFIT AND LOSS ACCOUNT
For the year ended 30 April 2020

	Notes	2020 £000	2019 £000
REVENUE		-	-
Cost of sales		-	-
GROSS PROFIT		-	-
Administrative expenses		-	-
OPERATING PROFIT		-	-
PROFIT BEFORE TAXATION		-	-
Tax on profit	2	-	49
PROFIT FOR THE FINANCIAL YEAR		-	49

There was no other comprehensive income in either the current nor prior years.

The accompanying notes on pages 12 to 16 form part of the financial statements.

JS RESIDUAL LTD
03753462
STATEMENT OF FINANCIAL POSITION
For the year ended 30 April 2020

	Notes	2020 £000	2019 £000
CURRENT ASSETS			
Debtors	3	6,816	6,816
		<u>6,816</u>	<u>6,816</u>
NET CURRENT ASSETS		6,816	6,816
Total assets less current liabilities		<u>6,816</u>	<u>6,816</u>
NET ASSETS		<u>6,816</u>	<u>6,816</u>
CAPITAL AND RESERVES			
Called up share capital	4	182	182
Share premium account	5	714	714
Capital redemption	5	236	236
Profit and loss account	5	5,684	5,684
SHAREHOLDERS' FUNDS		<u>6,816</u>	<u>6,816</u>

The accompanying notes on pages 12 to 16 form part of the financial statements.

These financial statements were approved by the Board of Directors and authorised for issue 28 January 2021.

Signed on behalf of the Board of Directors



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J C Whalvin
Director
(Company No. 03753462)

JS RESIDUAL LTD
03753462
STATEMENT OF CHANGES IN EQUITY
For the year ended 30 April 2020

	Called up share capital £000	Share premium account £000	Capital redemption £000	Profit and loss account £000	Total equity £000
At 1 May 2018	182	714	236	5,635	6,767
<i>Total comprehensive income for the period</i>	-	-	-	49	49
At 1 April 2019	182	714	236	5,684	6,816
<i>Total comprehensive income for the period</i>	-	-	-	-	-
At 30 April 2020	182	714	236	5,684	6,816

The accompanying notes on pages 12 to 16 form part of the financial statements.

1. ACCOUNTING POLICIES

1.1 General Information

JS Residual Ltd (the "Company") is a private limited company limited by shares registered, incorporated and domiciled in England in the UK.

With effect from 8 October 2020, the name of the Company was changed from J+S Limited to JS Residual Ltd.

The company's registered address is:

Riverside Road
Pottington Business Park
Barnstaple
Devon
EX31 1LY

The Registration number (03753462) can be found on the company information page.

The principle activities of the Company can be found within the strategic report (page 2).

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements the Company applies the recognition and measurement requirements of International Financial Reporting Standards as adopted by the EU ("IFRS") amended where necessary in order to comply with the Companies Act 2006.

Under FRS 101, the Company has chosen to apply the recognition and measurement provisions of International Accounting Standard ('IAS') 27 'Separate Financial Statements', as endorsed by the European Union ('EU').

1.3 Financial reporting standard 101 - reduced disclosure exemptions

The consolidated financial statements of Cohort Plc (the 'Group') are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Cohort Plc, 1 Waterside Drive, Arlington Business Park, Theale, Reading, England, RG7 4SW. As such the Company is a member of a group, where the parent of that group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements under FRS 101 available in respect of:

- The requirements of IAS 7 *Statement of Cash Flows*.

1. ACCOUNTING POLICIES *(continued)*

1.3 Financial reporting standard 101 - reduced disclosure exemptions *(continued)*

- The requirements of IFRS 2 *Share based Payments* paragraphs 45(b) and 46 to 52, that include the effect of the share-based payment arrangements on the entity's profit or loss and its financial position.
- The requirements in IAS 24 *Related Party Disclosures*, to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- The requirement in paragraph 38 of IAS 1 *Presentation of Financial Statements*, to present comparative information in respect of Property, Plant and Equipment.
- The requirements of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* paragraph 30, in relation to IFRS issued but not effective and the listing of new or revised standards that have not been adopted (and information about their likely impact) may be omitted.
- Certain disclosures of IFRS 16 *Leases* in respect of a single lease disclosure note.
- Certain disclosures required of IFRS 13 *Fair Value Measurement*, paragraph 91 to 99 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.
- Certain disclosures required by IFRS 3 *Business Combinations*, in respect of business combinations undertaken by the Company in the current and prior periods including the comparative period reconciliation for goodwill.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.4 Non-going concern basis of accounting

On the 1 May 2018, the company ceased trading following the transfer of its trade and assets to its immediate parent company, Systems Engineering and Assessment Limited. The directors do not intend to acquire a replacement trade for the company and plan to dissolve the entity during 2021, accordingly, they have not prepared the financial statements on a going concern basis. The change in the basis of the preparation of the financial statements has not resulted in any changes to the value of the company's assets or liabilities.

1.5 Foreign currencies

The financial statements of the Company are presented in the currency of the primary economic environment in which it operates (its functional currency), which is currently sterling.

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Profit and Loss Account.

1. ACCOUNTING POLICIES *(continued)*

1.6 Impact of new international reporting standards, amendments and interpretations

IFRS 16

From 1 May 2019, the company has applied IFRS 16 in accordance with the IFRSs as issued by the IASB. There have been no material impacts on the Company's financial statements as a result of adopting IFRS 16.

1.7 Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other debtors largely relate to intercompany advances to other Group entities are all held till maturity, neither parties have an option to call or prepay the loan before the contracted maturity date.

1.8 Current taxation

Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income and 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 balance sheet date in the countries where the Company operates and generates income.

1.9 Deferred taxation

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2. TAXATION

Recognised in the profit and loss account:

	2020 £000	2019 £000
UK corporation tax:		
Adjustments in respect of prior periods	-	(49)
Total current tax	-	(49)
Deferred tax		
Total deferred tax	-	-
Tax on profit	-	(49)

Reconciliation of effective tax rate:

	2020 £000	2019 £000
Profit for the year	-	-
Total tax charge	-	(49)
Profit before taxation	-	(49)
Adjustments in respect of prior periods	-	(49)
Total tax expense	-	(49)

The actual tax charge is at an effective tax rate of nil % (2019: nil%) of profit before tax.

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset/(liability) as at 30 April 2020 has been calculated based on this rate.

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

3. DEBTORS

	2020 £000	2019 £000
Corporation tax	-	251
Amount owed to fellow group companies	6,816	6,565
	6,816	6,816

4. CALLED UP SHARE CAPITAL

	Number	Class	Nominal	2020 £000	2019 £000
Allotted, issued and fully paid	128,748	A ordinary	£1	129	129
Allotted, issued and fully paid	53,500	C ordinary	£1	53	53
				<u>182</u>	<u>182</u>

The 'C' ordinary shares do not carry voting rights but otherwise rank pari passu with the 'A' ordinary shares.

5. RESERVES

Below is a description of the nature and purpose of the individual reserves:

- Share capital represents the nominal value of shares issued.
- Share premium account includes the amounts over the nominal value in respect of share issues. In addition, costs in respect of share issues are debited to this account.
- Capital redemption reserve relates to a redemption of capital.
- Profit and loss account is the returned earnings of the Company from realised gains and losses.

6. CONTINGENT LIABILITIES AND GUARANTEES

The Company, as part of Cohort plc's group banking and offset arrangements, is also a guarantor for £47,748,000 (2019: 43,281,000) of bank borrowings and overdraft drawn by its parent. Along with a further £92,000 (2019: £91,000) in respect of bank guarantees drawn by fellow subsidiary undertakings, the company is also a guarantor of £502,000 (2018: £1,130,000).

7. ULTIMATE PARENT COMPANY

The Company is a subsidiary of Systems Engineering and Assessment Ltd, whose registered office address is Beckington Castle, 17 Castle Corner, Beckington, Frome, BA11 6TA. The ultimate parent company is Cohort plc. The registered office address of Cohort plc is 1 Waterside Drive, Arlington Business Park, Theale, Reading, RG7 4SW.

The largest and smallest group in which the results of the Company are consolidated is that headed by Cohort plc. The consolidated financial statements of the group are available to the public and may be obtained from the address above.