
ALcontrol Holdings (UK) Limited
Annual report and unaudited abridged financial statements
For the year ended 31st December 2022

Registered number: 05257340

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Company information

Directors	J McGurk M Boyd
Company Secretary	C Aldag
Registered office	Rossmore Business Park Ellesmere port Cheshire England CH65 3EN
Registered number	05257340

Directors' report

The Directors present their report and the unaudited financial statements of ALcontrol Holdings Limited (the "Company") for the year ended 31st December 2022.

Principal activity

The Company did not trade throughout the year and was dormant in the previous. Income generated in the year was derived from investments in affiliate entities.

Results and dividends

The profit after taxation for the year was £5,627k (year ended 31st December 2021: £nil).

The Directors do not recommend the payment of a final dividend (year ended 31st December 2021: £nil).

Directors

The following were directors during the year:

J McGurk
M Boyd

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Political donations and expenditure

There were no political donations made or political expenditure incurred during the current or prior years.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies of the Companies Act 2006. The directors have taken advantage of the exemption provided in s414B of the Companies Act 2006, relating to small companies, in respect of the preparation of a strategic report for the year.

This report was approved and authorised for issue by the board on 22 March 2023 and was signed on its behalf by:



J McGurk
Director

Rossmore Business Park
Ellesmere Port
South Wirral
Cheshire
CH65 3EN

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

The Companies Act 2006 requires the directors to prepare financial statements for each financial year, which give a true and fair view 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company. 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 comprehensive income

For the year ended 31st December 2022

		Year ended 31 st December 2022 £	Year ended 31 st December 2021 £
	Note		
Dividend income		5,627,254	-
Operating profit		<u>5,627,254</u>	<u>-</u>
Profit before taxation		<u>5,627,254</u>	<u>-</u>
Tax on profit	5	-	-
Profit for the financial year		<u>5,627,254</u>	<u>-</u>

Dividend income is received from ALcontrol Holdings Ltd.

Balance sheet

For the year ended 31st December 2022

	Note	31 st December 2022 £	31 st December 2021 £
Fixed assets			
Investments	6	-	-
Current assets			
Debtors	7	1	-
Creditors: amounts falling due within one year		-	-
Net current assets		1	-
Total assets less current liabilities		1	-
Creditors: amounts falling due after more than one year		-	-
Net assets		1	-
Capital and reserves			
Called up share capital	9	-	3,328,871
Share premium account		-	67,385,424
Profit and loss account		1	(70,714,295)
Total equity		1	-

For the year ended 31 December 2022 the company was entitled to exemption under section 477 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the special provisions of the Companies Act 2006 applicable to companies subject to the small companies' regime.

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group accounts.

These financial statements (company number: 04105095) were approved and authorised for issue by the board on 22 March 2023 and were signed on its behalf by:



J McGurk

Statement of changes in equity

For the year ended 31st December 2022

	Share capital £	Share premium £	Retained earnings £	Total £
At 1st January 2021	3,328,871	67,385,424	(70,714,295)	-
Profit for the year	-	-	-	-
At 31st December 2021	<u>3,328,871</u>	<u>67,385,424</u>	<u>(70,714,295)</u>	<u>-</u>
Profit for the year	-	-	5,627,254	5,627,254
Share premium cancellation	-	(67,385,424)	67,385,424	-
Cancellation of shares	(3,328,871)	-	3,328,871	-
Capital contribution	-	-	1	1
Dividends	-	-	(5,627,254)	(5,627,254)
At 31st December 2022	<u>-</u>	<u>-</u>	<u>1</u>	<u>1</u>

Notes to the financial statements

For the year ended 31st December 2022

1. General information

ALcontrol Holdings (UK) Limited (the “Company”) is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of its registered office and principal place of business is Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN.

These financial statements have been presented in Pounds Sterling as this is the Company’s functional currency, being the currency of the primary economic environment in which the Company operates.

2. Summary of significant accounting policies

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards, including Financial Reporting Standard 102 Section 1A small entities ‘*The Financial Reporting Standard Applicable in the UK and Republic of Ireland*’ (‘FRS 102’) and the Companies Act 2006.

These financial statements have been prepared under the historical cost convention. The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to qualifying entities. The Company has taken exemption from the following disclosures:

(a) the requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d). [FRS 102.1.12]

(b) the requirement of paragraph 33.7 with respect to directors and key management personnel remuneration [FRS 102.1.12]

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group.

Going concern

No future trading or cash generation is envisaged for the Company and these financial statements are prepared on a basis other than a going concern. No adjustments have been required as a result of ceasing to apply the going concern basis.

Investments

Investments in subsidiary undertakings are recognised at cost less accumulated impairment losses.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period.

Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used.

Current and deferred tax assets and liabilities are not discounted.

Notes to the financial statements

For the year ended 31st December 2022

2. Summary of significant accounting policies (cont.)

Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loan to or from related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit and loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and the best estimate, which is an approximation, of the amount that the company would receive for the asset if it were to be sold at the reporting date. Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Dividend income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs and are measured subsequently at amortised cost using the effective interest method.

Notes to the financial statements

For the year ended 31st December 2022

3. Critical accounting judgements and key sources of estimation uncertainty

No significant judgements have had to be made by the directors in preparing these financial statements.

4. Employee information

The company has no employees other than the directors, who did not receive any remuneration (2021 - £nil).

5. Taxation

	Year to 31st December 2022 £	Year to 31 st December 2021 £
Tax expense in profit or loss		
UK corporation tax	-	-
Deferred tax		
Origination and reversal of temporary differences	-	-
Total tax expense recognised in profit or loss	-	-

Tax reconciliation

The standard rate of tax applied for the reconciliation is the corporate tax rate of 19% (31st December 2021: 19%).

The profit or loss charge for the year can be reconciled to the profit for the year as follows:

	Year to 31st December 2022 £	Year to 31 st December 2021 £
Profit before taxation	5,627,254	-
Income tax calculated at 19% (year to 31 st December 2021: 19%)	1,069,178	-
Effect of expenses that are not deductible	-	-
Income not taxable	(1,069,178)	-
Amounts offset by Group Relief	-	-
Total tax expense recognised in profit or loss	-	-

Factors that may affect future tax charges

The rate of corporation tax in the UK throughout the period was 19%. In the Spring Budget 2021 the government announced that the main rate of UK corporation tax will increase to 25% from 1 April 2023 and this rate was substantively enacted on 24 May 2021.

Notes to the financial statements

For the year ended 31st December 2022

6. Fixed asset investments

	Investments in subsidiary companies £
At 1 January 2022	-
At 31 December 2022	-

The companies in which the Company's direct interest at the year-end is more than 20% are as follows:

Subsidiary undertakings	Country of incorporation and registered address	Principal activity	Class and percentage of shares held
ALcontrol Holdings Limited	Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN	Intermediate holding company	100% ordinary

The companies in which the Company's indirect interest at the year-end is more than 20% are as follows:

Subsidiary undertakings	Country of incorporation and registered address	Principal activity	Class and percentage of shares held
ALcontrol Financial Limited	Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN	Finance company	100% ordinary
ALcontrol Netherlands Limited	Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN	Non-trading	100% ordinary
SGS Analytics United Kingdom Limited	Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN	Testing services provider	100% ordinary

7. Debtors

	Year to 31st December 2022 £	Year to 31 st December 2021 £
Amounts owed by group undertakings	1	-

8. Deferred tax

There are no deferred tax assets or liabilities recognised in the balance sheet because of uncertainty of their future realisation.

Notes to the financial statements

For the year ended 31st December 2022

9. Called up share capital

	Number	Nominal value £	Number	Nominal value £
Authorised:				
'A' ordinary shares of £0.01 each	338,000,904	3,380,009	338,000,904	3,380,009
Allotted, called up and fully paid:				
'A' ordinary shares of £0.01 each	1	0.01	332,887,079	3,328,871

10. Parent undertaking & ultimate controlling party

The immediate parent undertaking of ALcontrol Holdings (UK) Limited is SGS Holding UK Limited, the registered office of which is the same as ALcontrol Holdings (UK) Limited and is given on page 1.

The ultimate parent company and controlling party of ALcontrol Holdings (UK) Limited is SGS Société Generale de Surveillance SA, a company incorporated in Switzerland.

The parent undertaking of the smallest and largest company which includes the company for which group accounts are prepared is SGS Société Generale de Surveillance SA. Copies of the financial statements of SGS Société Generale de Surveillance SA are available from 1 Place des Alpes, B.P.2152, CH-1211 Genève 1, Switzerland, which is the registered office of SGS SA.