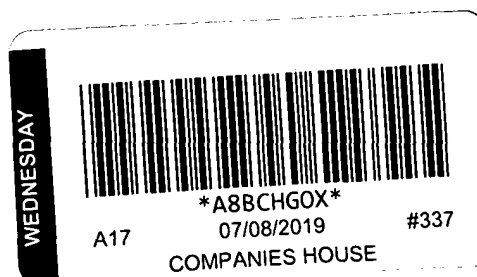


Company registered no: 09430520

The Testing Group Limited
Annual report and financial statements
for the year ended 31 March 2019



The Testing Group Limited

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The Testing Group Limited

Board of directors and registered office

Officers

Directors

K D Tonge
P D Eglinton
S W Humphrey

Company number

09430520

Registered office

3 Boundary Court
Willow Farm Business Park
Castle Donington
Derby
DE74 2UD

The Testing Group Limited

Directors' report for the year ended 31 March 2019

The directors present their report and the unaudited financial statements for the year ended 31 March 2019. The company has taken advantage of the small company exemptions in preparing the directors' report and exemption from preparing a strategic report.

Principal activities

The company has not traded in the year and its principal activity was as an intermediate holding company. Following the year end it transferred its subsidiary to a parent undertaking (note 12).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

J A Hardcastle (resigned 31 January 2019)
K D Tonge
P D Eglinton (appointed 2 July 2018)
R A Blunden (resigned 2 July 2018)
S W Humphrey
J J Wilton (resigned 2 July 2018)

Dividends

Dividends of £nil were paid during the year (2018 - £895,000).

Going concern

Accounting standards require the Directors to consider the appropriateness of the going concern basis when preparing the financial statements. The Directors believe that the going concern basis remains appropriate. The Directors have taken notice of the Financial Reporting Council guidance in respect of the going concern basis which recommends the reasons for this decision to be explained.

Whilst the company does not trade, its parent company, CET Structures Ltd, is able to provide cash facilities if required in respect of any administrative expenses.

Directors' indemnities

The company maintained liability insurance for its directors and officers. This is a qualifying indemnity provision for the purposes of the Companies Act 2006, and was in place during the financial year and up to the date of signing these financial statements.

The Testing Group Limited

Directors' report for the year ended 31 March 2019 (Continued)

Small company provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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. The directors 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.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the board on 31 July 2019 and signed on its behalf by:



S W Humphrey
Director

The Testing Group Limited

Statement of income and retained earnings for the year ended 31 March 2019

	Note	2019 £	2018 £
Administrative expenses		-	-
Operating result	5	-	-
Dividend received from subsidiary undertaking			895,000
Profit before taxation		-	895,000
Tax on profit	6	-	-
Profit for the financial year		-	895,000
Accumulated profits brought forward		70,457	70,457
Dividends paid of £nil per share (2018: £1,278.57 per share)		-	(895,000)
Retained profits carried forward		70,457	70,457

The notes on pages 6 to 9 form part of these financial statements.

The Testing Group Limited

Statement of financial position as at 31 March 2019

		2019	2018
	Note	£	£
Fixed assets			
Investments	7	286,350	286,350
Current liabilities			
Creditors: amounts falling due within one year and net current liabilities	8	(215,193)	(215,193)
Total assets less current liabilities		<u>71,157</u>	<u>71,157</u>
Net assets		<u>71,157</u>	<u>71,157</u>
Capital and reserves			
Called up share capital	9	700	700
Profit and loss account	10	<u>70,457</u>	<u>70,457</u>
Total equity		<u>71,157</u>	<u>71,157</u>


For the year ended 31 March 2019 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476; and

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31 July 2019 by:



S W Humphrey
Director

The notes on pages 6 to 9 form part of these financial statements.

Registered number: 09430520

The Testing Group Limited

Notes to the financial statements for the year ended 31 March 2019

1. General information

The company was an intermediate holding company during the year and its subsidiary provided a range of materials testing services to the construction industry. The company is a private company, limited by shares, incorporated and domiciled in the UK. The address of the registered office is 3 Boundary Court, Willow Farm Business Park, Castle Donington, Derby, DE74 2UD.

2. Compliance statement

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. These financial statements are prepared on a going concern basis, under the historical cost convention and as modified by the recognition of certain financial assets and liabilities measured at fair value.

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

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

Going Concern

Accounting standards require the Directors to consider the appropriateness of the going concern basis when preparing the financial statements. The Directors believe that the going concern basis remains appropriate as the company is supported by its parent undertaking and is part of a group which is trading profitably.

Exemptions under FRS102

The company, being a qualifying subsidiary undertaking within a group whose consolidated financial statements are publicly available, is exempt from the requirements to draw up a cash flow statement in accordance with FRS 102 and from financial instruments and key management remuneration disclosures.

Investments

Investments in subsidiaries held as fixed assets are shown at cost less provision for impairment.

The Testing Group Limited

Notes to the financial statements for the year ended 31 March 2019 (continued)

3. Summary of significant accounting policies (continued)

Financial instruments

Basic financial assets and liabilities, including other debtors, accruals, loans to and from fellow group companies, 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 receipts discounted at a market rate of interest. The financing costs are included in interest payable with debt instruments subsequently carried at amortised cost, using the effective interest rate method.

Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

4. Critical accounting estimates and judgements

The company makes a limited number of estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, not always equal the related actual results. The estimates and assumptions that could materially influence the carrying amounts of assets and liabilities within the next financial year relate to the carrying value of investments in subsidiaries. There is however no current indication that the business prospects have changed or of any impairment.

5. Operating result/profit

The operating result/profit is stated after charging:	2019	2018
	£	£
Directors emoluments	<u>-</u>	<u>-</u>

J A Hardcastle and K D Tonge were directors of the main trading subsidiary company, Construction Testing Solutions Limited, and their remuneration was borne by and disclosed in the financial statements of that company. P D Eglinton, R A Blunden, S W Humphrey and J J Wilton were directors of parent companies and their remuneration was borne by, and disclosed in the financial statements of CET Structures Ltd and CET Group Holdings Limited. The company has no other employees.

The company has taken an audit exemption for the year ended 31 March 2019 (2018: audit fees of £1,000 borne by the parent company, CET Structures Ltd).

The Testing Group Limited

Notes to the financial statements for the year ended 31 March 2019 (continued)

6. Tax on profit

	2019 £	2018 £
Current tax		
UK corporation tax charge on profit for the financial year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is equal to (2018 – lower) than the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
Profit before taxation	-	895,000
Profit before taxation multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	-	170,050
Effects of:		
Dividend income not taxed	-	(170,050)
Tax charge for the year	-	-

Factors affecting future and current tax charges

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 had already been substantively enacted on 26 October 2015.

7. Investments

	Shares in subsidiary undertakings
Cost and net book value	£
At 1 April 2018 and 31 March 2019	<u>286,350</u>

Subsidiary undertakings

The following was the subsidiary undertaking of the company, registered at 3 Boundary Court, Willow Farm Business Park, Castle Donington, Derby, DE74 2UD:

Name	Activity	Class of shares	Holding
Construction Testing Solutions Limited	Construction materials testing	Ordinary	100%

The Testing Group Limited

Notes to the financial statements for the year ended 31 March 2019 (continued)

8. Creditors: amounts falling due within one year

	2019	2018
	£	£
Amounts owed to group undertakings	<u>215,193</u>	<u>215,193</u>

9. Called up share capital

	2019	2018
	£	£
Allotted, called up and fully paid		
700 (2018: 700) Ordinary shares of £1 each	<u>700</u>	<u>700</u>

10. Profit and loss account reserve

The profit and loss account relates to cumulative gains and losses recognised in the statement of income.

11. Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard 102 not to disclose details of transactions with other entities that are part of the same group, where group financial statements are publicly available and 100% of the voting rights are controlled within the group.

12. Post balance sheet event

Following the year end there has been a group simplification and reorganisation. The company transferred direct holding of its subsidiary, Construction Testing Solutions Limited, to a parent undertaking, Project C Bidco Limited, for consideration of £9.8m and declared a dividend of £9.6m to its parent company, CET Structures Ltd, both settled through intercompany balances. This left the company with net assets of £700.

13. Ultimate parent undertaking and controlling party

The company's ultimate parent undertaking is Project C Topco Limited, whose first accounting period is to 31 March 2020. This company is controlled by Palatine Private Equity LLP. The only group undertaking to prepare publicly available consolidated financial statements at 31 March 2019 is CET Group Holdings Limited, a company registered in England. The immediate parent undertaking is CET Structures Ltd which holds all of the share capital. Copies of the financial statements of CET Group Holdings Limited can be obtained from the registered office.