

CLS Analytics Limited
Annual report and unaudited financial statements
for the period ended 31 December 2020

Registered number: 12699842



CLS Analytics Limited

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CLS Analytics Limited

Company information

The board of directors M Carnegie-Brown
SFA Horder

Registered office Heritage House
Church Street
Egham
England
TW20 9QD

Bankers NatWest Bank plc
55 Bishopsgate
London
EC2M 4AA

CLS Analytics Limited

Directors' report

The Directors' present their report and the unaudited financial statements of the Company for the period ended 31 December 2020. The Company has taken advantage of the exemption to prepare a Strategic Report under section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Results and dividends

The Company was incorporated on 26 June 2020 and therefore the accounts are presented for the 189 day period ended 31 December 2020.

The Company acquired the trade assets and liabilities of the Bradford location from Concept Life Sciences Analytical & Development Services Limited on 1 October 2020. These assets and liabilities were subsequently transferred to Concept Life Sciences Integrated Discovery & Development Services Limited on 1 December 2020. The results for the period ended 31 December 2020 and financial position of the Company are as shown in the income statement and statement of financial position. A dividend of £1,222,415 was paid in the period.

Post period end the company ceased trading and became dormant.

Research and development

The Company's primary activities result in the undertaking of research and development on behalf of its customer base.

Non-Going concern

Upon ceasing trading, the Directors acknowledge that the Company will no longer generate cash flows. The Directors intend for this Company to be dormant and therefore have a reasonable expectation that the Company will not generate any further obligations. Therefore, these financial statements have been prepared on a basis other than going concern.

Directors

The Directors, who served throughout the period and thereafter, except as noted, were as follows:

M Carnegie-Brown	(appointed 2 October 2020)
SFA Horder	(appointed 2 October 2020)
AG Secretarial	(appointed 26 June 2020, resigned 2 October 2020)
Roger Hart	(appointed 26 June 2020, resigned 2 October 2020)
Inhoco Formations Limited	(appointed 26 June 2020, resigned 2 October 2020)

Directors' indemnities

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

Approved by the Board and signed on its behalf by:

mark carnegie brown

Dr M Carnegie-Brown
Director
20th September 2021

CLS Analytics Limited

Directors' responsibilities statement

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), including Financial Reporting Standard 101 Reduced Disclosure Framework. 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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. 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.

CLS Analytics Limited

Income statement

For the period ended 31 December 2020

	Note	Period ended 31 December 2020 £
Revenue	3	402,007
Cost of sales		(49,887)
Gross profit		352,120
Administrative expenses		(439,522)
Operating (loss)	5,6	(87,402)
Interest payable and similar charges	4	(4,754)
(Loss) on ordinary activities before taxation		(92,157)
Tax on profit on ordinary activities	8	-
(Loss) for the financial period		(92,157)

All amounts relate to discontinued activities.

There were no items of other comprehensive income in the current period, other than the profits shown above. No separate statement of total comprehensive income has therefore been presented.

Statement of Changes in Equity

For the period ended 31 December 2020

	Called-up share capital £	Profit and loss account £	Total equity £
As at 26 June 2020	-	-	-
Total comprehensive loss for the period	-	(92,157)	(92,157)
Transactions with owners in their capacity as owners:			
Shares issued	1,314,572	-	1,314,572
Capital reduction	(1,314,571)	1,314,571	-
Dividends	-	(1,222,415)	(1,222,415)
Total transactions with owners	-	92,156	92,156
As at 31 December 2020	1	(1)	-

CLS Analytics Limited

Statement of financial position

As at 31 December 2020

	Note	As at 31 December 2020 £
Fixed assets		
Tangible assets	10	-
Current assets		
Receivables		-
Cash at bank and in hand		-
		<hr/>
		-
Current liabilities		
Trade and other payables		-
		<hr/>
Net current assets		-
		<hr/>
Total assets less current liabilities		-
Deferred tax liabilities		-
		<hr/>
Net assets		-
		<hr/>
Capital and reserves		
Called-up share capital	12	1
Profit and loss account		(1)
		<hr/>
Shareholders' funds		-
		<hr/>

Registered number: 12699842

For the period ending 31 December 2020, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. Directors' responsibilities:

- the members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476;
- 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 of CLS Analytics Limited were approved by the Board of Directors and authorised for issue on 20th September 2021. They were signed on its behalf by:

mark carnegie brown

Dr M Carnegie-Brown

Director

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

1. Accounting policies

CLS Analytics Limited (the “Company”) is a private company, limited by shares, incorporated in England and Wales.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”).

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s ultimate parent undertaking, Spectris plc includes the Company in its consolidated financial statements. The consolidated financial statements of Spectris plc are prepared in accordance with International Financial Reporting Standards as adopted by the EU, and are available to the public as set out in note 19.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosure in respect of capital management;
- Impairment of assets;
- Presentation of comparative information in respect of certain assets; and
- The effect of new but not yet effective IFRSs.

As the consolidated financial statements of Spectris plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 share-based payments in respect of group settled share-based payments; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instruments Disclosures.

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

The financial statements are prepared on the historical cost basis.

These financial statements are presented in pounds sterling.

The preparation of financial statements in conformity with FRS 101 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities that are not readily apparent from other sources. 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 and in any future periods affected.

The Company’s business activities, together with the factors likely to affect its future development, position and strategy, are set out in the Strategic report on pages 4 and 5.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

1. Accounting policies (continued)

Reporting period

The Company was incorporated on 26 June 2020 and therefore the accounts are presented for the 189 day period ended 31 December 2020.

Non-going concern

Upon ceasing trading, the Directors acknowledge that the Company will no longer generate cash flows. The Directors intend for this Company to be dormant and therefore have a reasonable expectation that the Company will not generate any further obligations. Therefore, these financial statements have been prepared on a basis other than going concern.

Revenue

Revenue is measured based on the fair value of the consideration specified in a contract with a customer and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

The Company recognises revenue when it transfers control of a service to a customer.

- If the transfer of control can be reliably measured by reference to completion of the specific performance obligation, the revenue associated with the component will be recognised. As a result, the revenue for all transactions which can be estimated on a reliable basis corresponds to the revenue agreed in the contract, adjusted by the stage of completion of the work performed.
- If the outcome of a transaction involving the rendering of services cannot be measured reliably, revenue will only be recognised to the extent of the incurred expenses as long as they are deemed to be recoverable.

Expected losses are recognised when it is probable that total contract costs will exceed total contract revenue. The expected loss is recognised as an expense immediately.

The stage of completion of an analysis or piece of research work is determined by the services performed to date as a percentage of the total analysis or research work to be performed.

Property, plant and equipment

Owned assets

Tangible fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost represents purchase price together with any incidental costs of acquisition. Where parts of an item of tangible fixed assets have different useful economic lives, they are accounted for as separate items of tangible fixed assets.

Leased assets

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangement in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

1. Accounting policies (continued)

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever: the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate; or a lease contract is modified, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Depreciation

Depreciation is provided on all tangible fixed assets other than freehold land. Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Plant and Machinery - 20% reducing balance

Computer Equipment - 20% reducing balance

Taxation

Tax on the profit or loss for the period comprises current and deferred tax.

Current tax

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences in respect of the initial recognition of assets and liabilities that affect neither accounting nor taxable profit are not provided for. 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 reporting 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 asset can be utilised.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

1. Accounting policies (continued)

Pension costs

The Company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the Company to the fund in respect of the period. The assets of the scheme are held separately from those of the Company in an independently administered fund.

Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction, or at an average rate for the period if the rates do not fluctuate significantly. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement account.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Trade and other debtors

Trade debtors are recognised at amortised cost less impairment losses. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the trade debtor is impaired. The movement in the provision is recognised in the income statement.

Trade and other creditors

Trade and other creditors are non-interest bearing and are stated at their cost.

Interest payable and similar charges

Interest payable and similar charges comprise interest payable on obligations under finance leases. Interest payable and similar charges are recognised in the income statement on an effective interest method.

Interest receivable and similar income

Interest receivable and similar income comprise interest receivable on funds invested. Interest receivable is recognised in the income statement on an effective interest method.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with FRS 101 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

2. Disposal of Trade and Assets

On 1st December 2020, the Company disposed of its trade and assets to Concept Life Sciences Integrated Discovery & Development Services Limited.

The fair value to the Company of the trade and assets disposed of is shown below:

	Fair value £
Property, plant and equipment	1,529,555
Inventories	71,304
Trade and other receivables	452,504
Bank Overdraft	(1)
Amounts owed to group undertakings	99,853
Trade and other payables	(322,384)
Dilapidations provision	(68,266)
Lease liabilities	(540,150)
	<hr/>
Net assets	1,222,415
	<hr/> <hr/>

3. Revenue

The revenue is attributable to the one principal activity of the Company. This is all service revenue.

An analysis of revenue is given below:

	Period ended 31 December 2020 £
United Kingdom	323,373
Rest of the World	78,634
	<hr/>
	402,007
	<hr/> <hr/>

4. Interest payable and similar charges

	Period ended 31 December 2020 £
Unwinding of discount on lease liabilities	4,754
	<hr/> <hr/>

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

5. Operating (loss)

Operating loss is stated after charging:

	Period ended 31 December 2020 £
Depreciation of tangible fixed assets:	
- owned	40,382
- right of use assets	16,746
	<u>57,128</u>

6. Staff costs

	Period ended 31 December 2020 Number
The average monthly number of employees (including executive Directors) was:	
Operational	5
	<u>5</u>

Their aggregate remuneration comprised:

	£
Wages and salaries	346,324
Social security costs	15,934
Pension costs	5,635
	<u>367,893</u>

7. Directors' remuneration

The Directors' aggregate remuneration in respect of qualifying services was:

	Period ended 31 December 2020 £
Remuneration receivable	<u>-</u>

The Directors of the Company were remunerated by Concept Life Sciences (Midco) Limited. It is not practicable to allocate their remuneration between their services to group companies.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

8. Tax charge/(credit) on profit on ordinary activities

The tax charge in the profit and loss account for the year is £nil which differs from the standard rate of corporation tax of 19%. The differences are reconciled below:

	Period ended 31 December 2020 £
(Loss) on ordinary activities before tax	<u>(92,157)</u>
Tax on (loss) on ordinary activities at standard UK corporation tax rate of 19% (2019: 19%)	(17,510)
Effects of:	
Other current period items	(8,036)
Group relief for nil consideration	<u>25,546</u>
Total tax charge for period	<u><u>-</u></u>

Change in the corporation tax rate

It was announced in the Budget 2021 that corporation tax rates will increase from 19% to 25% (effective from 1 April 2023).

9. Dividends

	2020 £
<i>Dividends paid:</i>	
Ordinary shares	<u>1,222,415</u>

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

10. Property, plant and equipment

	Leasehold property	Plant and machinery £	Property – Right of use £	Plant & Machinery – Right of use £	Total £
Cost					
As at 1 January 2020	-	-	-	-	-
Acquisition of business	96,618	2,516,716	272,954	728,240	3,614,528
Additions	-	26,163	-	-	26,163
Disposal of business	(96,618)	(2,542,879)	(272,954)	(728,240)	(3,640,691)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
As at 31 December 2020	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation					
As at 1 January 2020	-	-	-	-	-
Acquisition of business	36,300	1,574,737	164,625	278,346	2,054,008
Charge for the period	1,614	38,768	4,248	12,498	57,128
Disposal of business	(37,914)	(1,613,505)	(168,873)	(290,844)	(2,111,136)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
As at 31 December 2020	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net book value					
As at 31 December 2020	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

11. Acquisitions

Business combinations

On 1 October 2020, CLS Analytics Limited acquired trade and assets from SGS Cambridge Limited (formerly CLS Analytical & Development Services Limited).

The fair value to the company of the trade and assets acquired is shown below:

	Fair value£
Property, plant and equipment	1,560,520
Inventories	71,304
Trade and other receivables	562,714
Trade and other payables	(270,629)
Dilapidation's provision	(48,155)
Lease liabilities	(561,182)
	<hr/>
Net assets	1,314,572
	<hr/>
Goodwill	-
	<hr/>
Total consideration	1,314,572
	<hr/> <hr/>
Satisfied by:	
- Cash	1,314,572
	<hr/> <hr/>

All losses included within these financial statements relate to the trade acquired from SGS Cambridge Limited (formerly CLS Analytical & Development Services Limited) on 1 October 2020 until its disposal on 1 December 2020.

CLS Analytics Limited

Notes to the financial statements

As at 31 December 2020

12. Called-up share capital

	As at 31 December 2020 No.	As at 31 December 2020 £
Ordinary shares of 0.000076p each	1,314,572	1

Ordinary share rights

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

On incorporation 1 ordinary share with a nominal value of £1 was issued.

On 11 December 2020, the company allotted 1,314,571 ordinary shares of £1 each.

On 11 December 2020, a special resolution was passed to reduce the nominal value of the ordinary shares to £0.00000076 per share. At this time paid up capital in the sum of £0.99999924 per share was cancelled and transferred to the profit and loss account reserve.

13. Reserves

Profit and loss account

This consists of the cumulative profit and loss net of distributions to owners.

14. Capital commitments

The Company has no capital commitments as at 31 December 2020.

15. Defined contribution pension scheme

The Company operates a defined contribution scheme. The pension cost charge for the period represents contributions payable by the Company to the scheme and amounted to £5,635.

At the period end there were £nil pension contributions outstanding.

16. Controlling party

At 31 December 2020, Spectris plc, a company listed on the London Stock Exchange is the ultimate controlling party by virtue of its 100% holding in the issued share capital of Concept Life Sciences (Holdings) Limited.

Spectris plc, is the largest and smallest group in which the results of the Company are consolidated. The consolidated accounts of this company may be obtained from Spectris plc, Heritage House, Church Road, Egham, Surrey TW20 9QD.