

**CHELL INSTRUMENTS
LIMITED**

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 APRIL 2021



Company number: 02693453

CHELL INSTRUMENTS LIMITED

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

These financial statements were prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS101) and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

The current financial year comprises the twelve-month period 1 May 2020 to 30 April 2021. The company was acquired during the previous year and as a result the financial year was extended to comprise the sixteen-month period from 1 January 2019 to 30 April 2020 in order to align with the parent company year end.

Chell Instruments Limited is a private limited company incorporated and domiciled in England and Wales. The address of the registered office is Beacon House, Nuffield Road, Cambridge, CB4 1TF. The financial statements are prepared in sterling and are stated to the nearest £.

GOING CONCERN

The Company meets its cash flow and borrowing requirements through loans from other companies within the Group. The Company and SDI Group plc, of which Chell Instruments Limited is a 100% subsidiary, has prepared forecasts for the year to 30 April 2023. These indicate that the Company and Group will continue to trade within existing facilities with scope to further manage its cost base if necessary. The Board are confident that continued focus on research and development, new product development and sales & marketing will deliver growth. They consider that the Company and Group will have adequate cash resources within existing facilities to continue to trade for the foreseeable future and therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DISCLOSURE EXEMPTIONS ADOPTED

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

- 1 A statement of cash flows and related notes
- 2 the requirements of IAS 24 related party disclosures to disclose related party transactions entered in to between two or more members of the Group as they are wholly owned within the Group
- 3 Disclosure of key management personnel compensation
- 4 Capital management disclosures
- 5 Presentation of comparative reconciliation of the number of shares outstanding at the beginning and at the end of the period
- 6 The effect of future accounting standards not adopted
- 7 Certain share-based payment disclosures
- 8 Disclosures in relation to impairment of assets
- 9 Disclosures in relation to IFRS 7 Financial Instruments

REVENUE RECOGNITION

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts. Revenue from sales of goods is recognised at the point at which the customer obtains control of the asset. This is usually when the customer receives the goods or when goods are collected by the customer. Revenue from services is recognised straight-line over the length of the service contract being provided as this reflects the inputs and efforts (service employees) which are expended evenly throughout the performance period (length of the contract).

CHELL INSTRUMENTS LIMITED

PRINCIPAL ACCOUNTING POLICIES

TANGIBLE FIXED ASSETS

Tangible fixed assets are stated at cost, net of depreciation. Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets over their expected useful lives. The company applies the following rates:

Leasehold property	Over the lease term
Fixtures and fittings	10% - 20% straight line
Motor vehicles	25% straight line

LEASED ASSETS

The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Company has the right to direct the use of the identified asset throughout the period of use.

The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or income statement if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the income statement on a straight-line basis over the lease term. On the balance sheet, right-of-use assets have been included in tangible fixed assets and lease liabilities have been included within creditors.

CHELL INSTRUMENTS LIMITED

PRINCIPAL ACCOUNTING POLICIES

PENSION SCHEME CONTRIBUTIONS

Defined Contribution Scheme

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

RESEARCH AND DEVELOPMENT

Expenditure on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding is recognised in the income statement as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if the following conditions are met:

- Completion of the intangible asset is technically feasible so that it will be available for use or sale;
- The Group intends to complete the intangible asset or sell it;
- The Group has the ability to use or sell the intangible asset;
- The intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or the intangible asset itself, or, if it is to be used internally, the asset will be used for generating such benefits; and
- The expenditure attributable to the intangible asset during its development can be measured reliably.

The expenditure capitalised includes direct costs of material, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development is stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite upon completion of the project. Amortisation is shown within administrative expenses in the income statement. The estimated useful lives of current development projects are between three and five years. Until completion of the project the assets are subject to impairment testing.

SHARE OPTIONS

SDI Group plc issues share options to Group employees. The fair value of the employee services received in exchange for the grant of options is recognised as an expense which is written off to the income statement over the vesting period of the option. The amount to be expensed is determined by reference to the fair value of the options at the grant date.

EQUITY

Equity comprises the following:

- "Called up share capital" represents the nominal value of equity shares.
- "Capital contribution reserve" represents a contribution from the parent entity in relation to equity-settled share-based employee remuneration, where the share options are issued and settled by the parent entity.
- "Share premium" represents the premium on shares issued in excess of nominal value.
- "Profit and loss account" represents all current and prior period retained earnings.

FURLOUGH SCHEME

A government grant receivable has been accrued and as well as a credit to match the related employee costs as and when they are incurred, on the assumption that there is reasonable assurance that it will comply with the conditions attaching to the scheme and that the grant will be received.

JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial information in conformity with FRS 101 requires the directors to make critical accounting estimates and judgements that affect the application of policies and reported amount of assets and liabilities, income and expenses.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates and any subsequent changes are accounted for with an effect on income at the time such updated information is available.

There are no critical judgements in applying the company's accounting policies.

CHELL INSTRUMENTS LIMITED

BALANCE SHEET

As at 30 April 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	2	473,978	554,167
Intangible assets	4	-	-
Deferred tax asset	8	30,397	-
		<u>504,375</u>	<u>554,167</u>
Current assets			
Stock	5	417,015	477,418
Debtors	6	1,707,373	905,311
Cash at bank and in hand		10,031	381,156
		<u>2,134,419</u>	<u>1,763,885</u>
Creditors: amounts falling due within one year	7	(734,195)	(550,670)
Lease liabilities	3	(102,184)	(125,183)
		<u>(836,379)</u>	<u>(675,853)</u>
Net current assets		<u>1,298,040</u>	<u>1,088,032</u>
Total assets less current liabilities		1,802,415	1,642,199
Lease liabilities due after more than one year	3	(257,966)	(325,527)
Provisions for liabilities	8	(25,768)	(29,948)
		<u>1,518,681</u>	<u>1,286,724</u>
Net assets		<u>1,518,681</u>	<u>1,286,724</u>
Capital and reserves			
Called-up share capital	9	52,631	52,631
Capital contribution reserve		27,171	6,113
Share premium		97,954	97,954
Profit and loss account		1,340,925	1,130,026
Shareholders' funds		<u>1,518,681</u>	<u>1,286,724</u>

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

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to the companies subject to the small companies' regime.

The financial statements were approved by the Board of Directors on 19 October 2021.



J P Abell
Finance Director
Company Number 02693453

The accompanying accounting policies and notes form an integral part of these financial statements.

CHELL INSTRUMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2021

1 DIRECTORS AND EMPLOYEES

The average number of employees of the Company during the year was:

	2021 Number	2020 Number
Administration	15	16
Production	13	17
Total	28	33

2 TANGIBLE FIXED ASSETS

	Right of Use assets £	Leasehold Property £	Fixtures & Fittings £	Motor vehicles £	Total £
Cost					
At 1 May 2020	432,301	3,425	896,264	2,775	1,334,765
Additions	-	-	49,735	-	49,725
Disposals	-	-	-	-	-
At 30 April 2021	432,301	3,425	945,989	2,775	1,384,490
Depreciation					
At 1 May 2020	35,762	190	741,871	2,775	780,598
Charge for year	72,264	570	57,080	-	129,914
Disposals	-	-	-	-	-
At 30 April 2021	108,026	760	798,951	2,775	910,512
Net book value					
At 30 April 2021	324,275	2,665	147,038	-	473,978
At 30 April 2020	396,539	3,235	154,393	-	554,167

3 LEASES

Lease liabilities are presented in the balance sheet as follows:

	2021 £	2020 £
Current	102,184	78,957
Non-current	257,966	348,908
	360,150	427,865

The Company has leases for the main warehouse, office and motor vehicle. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and asset. The Company classifies its right-of-use assets in a consistent manner to its tangible fixed assets (see Note 2).

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right-of-use asset can only be used by the Company.

CHELL INSTRUMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2021

3 LEASES (CONTINUED)

Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. For leases over office buildings and factory premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Furthermore, the Company must insure items of plant and machinery & motor vehicles and incur maintenance fees on such items in accordance with the lease contracts.

The lease liabilities are secured by the related underlying assets. Total contractual undiscounted lease liabilities at 30 April 2021 were as follows:

	2021 £	2020 £
Within one year	76,157	78,957
Within two to five years	272,752	298,624
After five years	-	50,284
Total undiscounted lease liabilities	<u>348,909</u>	<u>427,865</u>

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

At 30 April 2021 the Company had not committed to any leases which had not yet commenced.

4 INTANGIBLE ASSETS

	Goodwill £
Cost	
At 1 May 2020	50,000
Additions	-
Disposals	-
At 30 April 2021	<u>50,000</u>
Amortisation	
At 1 May 2020	50,000
Charge for the year	-
Disposals	-
At 30 April 2021	<u>50,000</u>
Net book value	
At 30 April 2021	<u>-</u>
At 30 April 2020	<u>-</u>

CHELL INSTRUMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2021

5 STOCKS

	2021	2020
	£	£
Work in progress	48,172	-
Finished goods	368,843	477,418
Total	<u>417,015</u>	<u>477,418</u>

In the year ended 30 April 2021 a total of £1,532,002 (period ended 2020: £3,170,667) of inventories were consumed and charged to the income statement as an expense.

6 DEBTORS

	2021	2020
	£	£
Trade debtors	1,186,023	487,381
Amounts owed by Group undertakings	474,810	347,502
Other debtors	46,540	70,428
	<u>1,707,373</u>	<u>905,311</u>

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£	£
Trade creditors	204,855	131,454
Social security and other taxes	183,451	69,486
Accruals and deferred income	282,889	294,966
Corporation tax	61,950	54,764
Other creditors	1,050	-
	<u>734,195</u>	<u>550,670</u>

8 DEFERRED TAXATION

Deferred taxation provided for in the financial statements is set out below:

	Asset		Liability	
	2021	2020	2021	2020
	£	£	£	£
Deferred taxation brought forward	-	-	(29,948)	(23,888)
Credited/(charged) to the income statement	9,476	-	4,180	(6,060)
Credited/(charged) to equity	20,921	-	-	-
Deferred taxation carried forward	<u>30,397</u>	<u>-</u>	<u>(25,768)</u>	<u>(29,948)</u>
Analysed as follows:				
Timing differences on fixed assets	-	-	(25,768)	(29,948)
Share options	26,497	-	-	-
Other timing differences	3,900	-	-	-
Deferred taxation carried forward	<u>30,397</u>	<u>-</u>	<u>(25,768)</u>	<u>(29,948)</u>

CHELL INSTRUMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2021

9 SHARE CAPITAL

	2021 £	2020 £
Authorised 614,474 Ordinary shares, 10,526 E shares & 375,000 Preference shares at £1 each (2020: 614,474 Ordinary shares, 10,526 E shares & 375,000 Preference shares at £1 each)	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid 42,105 Ordinary shares, 10,526 E shares (2020: 42,105 Ordinary shares, 10,526 E shares & 224,064 Preference shares at £1 each)	<u>52,631</u>	<u>52,631</u>

10 RELATED PARTY TRANSACTIONS

During the year the Company entered into transactions, in the ordinary course of business, with other related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

11 PARENT UNDERTAKING AND CONTROL

100% of the issued share capital of Chell Instruments Limited is owned by SDI Group plc, a company incorporated in England and Wales, listed on the AIM market of the London Stock Exchange. Group accounts are available from www.thesdigroup.net.

12 AUDITOR INFORMATION

The company has taken advantage of the small company provisions to file a balance sheet and related notes. The full annual accounts and directors' report have been subject to audit. The auditor's report was issued on 6 October 2021 by Grant Thornton UK LLP, signed by David White as the senior statutory auditor. The auditor's report was unqualified and did not include a statement under section 498(2) or section 498(3) of the Companies Act 2006.