

**N.I.S. Holdings Limited**

**Annual report and consolidated  
financial statements**

**Registered number 01683789**

**31 March 2022**

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## **Directors, Officers and Company information**

### **Directors**

NI Meffan  
H Entwistle  
J Porter  
Dr CC Chen  
CY Chen  
SD Chen

### **Company Secretary**

H Entwistle

### **Auditors**

RSM UK Audit LLP, Preston

### **Bankers**

Barclays Bank PLC  
HSBC

### **Solicitors**

Addleshaw Goddard, Manchester

### **Registered Office**

Ackhurst Road  
Chorley  
Lancashire  
PR7 1NH  
Registered in England No: 01683789

### **Other Business Locations**

Subsidiaries

- N.I.S. Limited, Chorley, and Aldermaston
- NSG Environmental Limited, Chorley, Cheltenham, Aldermaston and Cumbria
- Hold Engineering Limited, Beckermest

## Strategic Report

The directors present their annual report and consolidated financial statements of the Group and the Company for the year ended 31 March 2022.

### Principal activities

The principal activities of the Group are the provision of consultant and contractor services for the environmental management of hazardous, toxic and radioactive waste and the design, manufacture, assembly and commissioning of mechanical and electrical system projects. Additionally its core skills include the management of engineering and site-based programmes delivering installation, refurbishment and upgrade services on operational systems and waste management and decommissioning. The principal activity of the Company is that of a holding company.

### Business review

#### *Performance and development during the year including key performance indicators*

During the year the Group made an operating profit of £6,528k (2021: profit £1,480k) and overall a profit after tax of £5,349k (2021: profit £1,180k).

The key performance indicator used as well as profit is EBITDA (Earnings before interest, tax, depreciation and amortisation) which was £7,063k (2021: £1,950k) mainly due to reduced operating costs. The Group turnover was £58,991k (2021: £35,045k). The business costs were reflective of an increase in staff costs plus a change in contract mix throughout the Group.

The directors monitor performance both on monthly overall performance against budget for each company and also on each individual contract performance against contract budget. The contracts are also risk assessed on a regular basis.

N.I.S. Holdings Limited is the holding company of the Group which holds the investments in the subsidiaries and the Group properties. The Company made a profit after tax of £1,136k (2021: profit £13k) after receiving £1,000k (2021: £1,500k) in dividends from subsidiaries and releasing provisions against the carrying value of the investment and balances with subsidiaries to the amount of £(11)k (2021: provided £1,621k). There is a tax credit in 2022 on current year results due to the significant tax allowances claimed for research and development and utilising group relief.

The performance and key indicators of the principal subsidiaries are as follows:

N.I.S. Limited whose principal activity is the design, manufacture, assembly and commissioning of mechanical and electrical systems achieved a turnover of £14,277k (2021: £8,378k) and a profit after tax of £12k (2021: loss £1,621k). The company generated UK turnover of £14,277k (2021: £8,378k) which showed a significant improvement due to increased orders in the UK. Exports have remained at £ Nil k (2021: £ Nil k). The trading results for the year showed a significant improvement over the previous year. This was principally due to an increase in revenue and the margin generated thereon.

NSG Environmental Limited whose core skills include the management of engineering and site-based programmes delivering installation, refurbishment and upgrade services on operational systems and waste management and decommissioning capabilities achieved a turnover of £ 45,135k (2021: £27,818k) and made a profit after tax of £5,140k (2021: £2,716k). The trading results for the year show an improvement over the previous year due to an increase in sales volume delivering additional margin.

Hold Engineering Limited, an engineering site support company in Cumbria, achieved a turnover of £1,290k (2021: £832k) and made a loss after tax of £26k (2021: loss £73k).

#### *Principal risks and uncertainties*

N.I.S. Holdings Limited is the holding company of the N.I.S. Group which comprises three operating companies which provide a wide range of engineering services and products to major companies and government agencies. These services and products are generally related to capital spend and have to be a fully justified investment. Consequently the turnover of the Group fluctuates depending on the general need for capital expenditure and availability of funds in any particular sector. The Group operates as a portfolio of individual companies firstly to differentiate the specific services and products supplied and secondly to provide an overall balance of income from both the public and private sectors in a variety of industries. Details of the specific services and products supplied can be found on the individual Company websites.

## **Strategic Report** *(continued)*

### **Business review** *(continued)*

#### *Principal risks and uncertainties (continued)*

The Group's success rests upon its ability to deliver quality consulting, engineering services, intellectual property and products, often requiring significant innovation development and know-how. The contractual commercial frameworks for delivering such service has to be balanced with the technical and practical risks involved.

The Group operates and is accredited to high quality standards and has committed responsibilities towards health and safety to all its stakeholders. The Group is committed to conduct business in a manner aimed at minimising and improving its impact upon the environment.

The Group relies upon its ability to retain and motivate its key staff. The directors would like to thank them for their efforts and positive attitude in often challenging circumstances.

The Group relies upon its ability to get paid a fair reward for its services. In most cases this is achieved, however we have experienced an increase in instances where it has proved more difficult to achieve this outcome with some clients. We have therefore had to strengthen our procedures to reflect the contractual climate.

The Group in conjunction with its subsidiaries has given due consideration to Brexit and does not foresee a significant risk to the Group's ongoing operations. The Group has minimal direct imports and minimal exports and does not consider exchange rates to be a direct risk to the Group's continuing trade.

The Group relies upon its ability to assess technical risk as well as competitiveness in order to achieve its business goals. Notwithstanding the above principal risks and uncertainties it is the directors' view that there is a sufficient market opportunity to maintain a business for the benefit of its stakeholders.

#### *Coronavirus statement*

COVID-19 caused disruption to business and economic activity with the main areas of impact in 2021 and beyond. This impacted a timing delay on sales whilst UK client's sites adjusted to a different operational environment and manufacturing capacity restrictions. The directors are satisfied there is no material uncertainty in respect of going concern because cash resources across the Group remain strong and activity has been increasing in 2022. The Directors have taken advantage of government initiatives including the Coronavirus Job Retention Scheme available to the business communities whilst at the same time delivering against the current strategy in the most appropriate way. The company remains operational and is continuing to deliver its customer contracts where the client permits.

#### *Statement by the Directors in performance of their statutory duties in accordance with the Companies Act 2006 s466 (6) Section 172*

NIS Holdings Ltd and the Group's Companies (NIS Ltd, NSG Environmental Ltd and Hold Engineering Ltd) directors act in ways they consider, in good faith, most likely to promote the success of their respective companies for the benefit of their members as a whole and, in doing so, have regard (amongst other matters) to:

- The likely consequences of any decision in the long term.
- The interests of the company's employees.
- The need to foster the company's business relationships with suppliers, customers and its shareholders.
- The impact of the company's operations on the community and the environment.
- The desirability of the company maintaining a reputation for high standards of business conduct.
- The need to act fairly between members of the company.

## **Strategic Report** *(continued)*

### **Business review** *(continued)*

#### *Strategy and Decision-Making*

The strategy of the Group is to continue to deliver ambitious but manageable growth in the long term. Despite the hardship endured by people and businesses during the coronavirus pandemic, both in the UK and globally, recent years have seen the Group outgrow its SME status, largely due to the vision and culture instilled from the top down by the Group's leadership teams. Key to this is the promotion of positive working cultures, underwritten by core values that employees and wider stakeholders can relate to and embody:

- NIS Ltd: Respect, protect, commit and inspire.
- NSG Environmental Ltd: Passion, integrity, challenge and collaboration.
- Hold Engineering Ltd: Supportive, open, accountable and positive.

The Holdings and Company directors meet on a monthly basis to discuss actions, progress and the long-term strategy of each company. This not only ensures the continued success of the Group, but also ensures each director is accountable for their decisions and acting in the best interests of their company and the Group as a whole.

#### *Employees*

The directors understand and appreciate that the Group's employees are fundamental to its long-term success. The health, safety and wellbeing of the employees are of paramount importance alongside the provision of an ethical workplace. Linked to the overarching business strategy for stability and reinvestment, the Group looks to provide a secure, long-term working environment with commensurate remuneration and benefits policies.

The directors are committed to creating and sustaining organisations that actively promote dignity, respect, diversity and equality of opportunity for all and are free from discrimination, harassment or victimisation of any sort. The Group believes that every member of staff has a unique range of skills, abilities and experiences, all of which will ultimately benefit the communities the Group serves.

The directors also recognise that employing people from a wide variety of backgrounds will give the Group the widest possible range of skills, abilities and experience. The Group's equality and diversity policies highlights each company's commitment to these areas and outlines the standards expected from the directors, staff and wider stakeholders.

The Group, led by its directors, invests heavily in the training and development of its people and provides opportunities for promotion and progression to all members of staff, regardless of age, gender, race or any other protected characteristics. Career progression is supported through Personal Development Plans (PDP) and Continuing Professional Development (CPD), as well as reward and recognition initiatives.

#### *Customers, Suppliers and Institutions*

Intrinsic to the ongoing success of the Group is its relationships with suppliers, customers and others. The directors strive to not only meet but exceed the Group's customers' expectations by performing to the highest standards throughout each business. To ensure that this is achieved, each company has systems in place that are certificated to ISO 9001:2015 and continuously reviewed and updated to ensure all regulatory, legal and client requirements are met.

Senior managers and directors participate in inspection programmes that constantly audit and measure performance and identify areas of improvement. Quality is a key performance indicator within the Group and directors oversee improvement programmes that set targets that continuously challenge processes and procedures.

## **Strategic Report** *(continued)*

### **Business review** *(continued)*

This is supplemented by the use of fair payment terms, conditions and practices to ensure the Group's positive relationships with suppliers and customers are maintained and built upon. From micro-businesses and SMEs to large organisations, the Group has a diverse supply chain that shares its values and looks after its people. This is ensured through a robust supplier evaluation process that addresses issues such as equality, discrimination, modern slavery and child labour.

### *Environmental and Social Responsibility*

The Group fully supports the national and international goal of reaching net zero carbon emissions by 2050. As part of this, the Group firmly believes that nuclear power is essential to achieving this goal and endorse the Nuclear Industry Association's *Forty by '50* initiative, which includes a clear, long-term Government commitment to new nuclear power, driving down the costs of new build projects and establishing delivery excellence, and maintaining the 2030 targets of the Nuclear Sector Deal. In addition, the Group also supports the Government's ambition to 'leave our environment in a better state than we found it' through its *25 Year Environment Plan*.

As businesses with rich histories of safe and successful nuclear decommissioning projects and services, the Group believes the decommissioning of nuclear sites provides a social license to enable new nuclear generation.

Environmental management is embedded in all aspects of the Group's organisations and cultures, and the directors are committed to continuously improving the Group's environmental performance. The Group recognises that tackling climate change and looking after the environment is everyone's responsibility. That is why the Group works with suppliers that share this sentiment and have proactive environmental procedures in place. To ensure this, each company's supplier evaluation process addresses issues such as environmental management systems, performance, and staff training and awareness. The Group also uses local suppliers where possible to reduce the environmental impact of transport.

The directors believe they have a responsibility to build relationships within local communities and are committed to delivering social responsibility plans that make a difference in the local community. Each company's efforts in this area are spearheaded by a designated director, with a focus on community engagement, financial help and charitable support. Previous activities include volunteering, sponsorship of local sports teams and STEM support to both primary and secondary schools. In addition to this, the Group also organises regular fundraising events and encourages employees to support causes that benefit local and national charities and communities.

### *Income and Expenses*

The directors, senior management team and project teams meet regularly to discuss current and future strategic, business and project performance. Individual project status review meetings are also undertaken on a periodic basis to analyse performance to date, project milestones and potential challenges to ensure complete delivery of the project aligned to stakeholder requirements.

Detailed monthly management accounts are produced for the board, alongside internal overhead reports for the relevant budget holders to scrutinise. The Holdings and Group Company directors meet on a monthly basis to assess all Group business activities, including detailed financial reviews of income and expenses with key consideration to action points, business threats, opportunities, future expansion plans and all health, safety and environmental issues.

### *Conclusion*

NIS Holdings Ltd's continued financial improvement is testament to the Group's business acumen, business development plans, expansion with existing and new stakeholders, and overall stewardship. The Group's directors are fully committed to their duties as directors and will continue to promote the success of their respective companies and the Group as a whole.

## Strategic Report *(continued)*

### Business review *(continued)*

#### *Position at the end of year and future developments*

The position of the Group at the end of the year is that the net assets of the Group increased to £16,644k (2021: £11,289k). Cash liquidity remains healthy at £19,559k (2021: £11,052k) after taking into account an amount of £2m being repaid from the unsecured loan balance. The Group has sufficient facilities to maintain its current and expected business. The company has net current liabilities which have arisen as a result of intergroup funding and amounts owed to related parties. The recipient companies have confirmed that they will not require repayment of the principal amount owed to the extent that this will impact on the ability of NIS Holdings Limited to continue as a going concern.

The directors believe the Group is well placed to respond to the increasing order book in the next financial year. The Group has sufficient financial strength and capacity to take advantage of the upturn in business, particularly in the Nuclear Industry.

By order of the board



**H Entwistle**  
*Secretary*

Ackhurst Road  
Chorley  
Lancashire  
PR7 1NH  
30<sup>th</sup> August 2022

## Directors' Report

The directors present their directors' report and financial statements for the year ended 31 March 2022.

### Proposed dividend and transfer from reserves

The directors do not recommend the payment of a dividend. The profit for the year after taxation amounted to £5,349k (2021: profit £1,180k) which has been transferred to reserves.

### Directors

The executive directors who held office during the year and up to the date of the signature of the financial statements were as follows:

H Entwistle  
J Porter

The non-executive directors who held office during the year and up to the date of the signature of the financial statements were as follows:

Dr CC Chen  
NI Meffan (Non-Executive Chairman)  
CY Chen  
SD Chen

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Information provided in the Strategic Report

The Group has chosen in accordance with the Companies Act 2006, s414 c(11), to set out in the group's strategic report information required by large and medium sized companies and groups (accounts and reports) regulations 2008 sch.7 to be contained in the directors' report. It has done so in respect of the business review including reference to research and development activities, future developments and principal risks and uncertainties.

### Streamlined Energy & Carbon Reporting (SECR)

The Holding Company's energy use during the reporting period was less than 40MWh units.

By order of the board



**H Entwistle**  
Secretary

Ackhurst Road  
Chorley  
Lancashire  
PR7 1NH

30<sup>th</sup> August 2022

## **Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and the Financial Statements**

The directors are responsible for preparing the Strategic Report and 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 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).

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 group and the company and of the profit or loss of the group for that period.

In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent; and
- c. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and 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 N.I.S. Holdings Limited

### Opinion

We have audited the financial statements of N.I.S. Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2022 which comprise the consolidated income statement, the consolidated statement of other comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the company statement of financial position, the company statement of changes in equity, the consolidated cash flow statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2022 and of the group's profit 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 of 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 group and parent 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.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### 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 contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

### Opinion on other matter 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.

## **Independent Auditor's Report to the Members of N.I.S. Holdings Limited** *(continued)*

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified any 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 8, 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 group's and the parent 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 group or the parent 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.

### **The extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

## **Independent Auditor's Report to the Members of N.I.S. Holdings Limited** *(continued)*

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102 and the Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to health and safety. We performed audit procedures to inquire of management and those charged with governance whether the company is in compliance with these law and regulations by reviewing notices published by the Health and Safety Executive and reviewing relevant accreditations, including ISO 45001.

The audit engagement team identified the risk of management override of controls and judgments and estimates made in the valuation of amounts recoverable on contracts, work in progress and amounts recognised in revenue as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to :

- testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.
- challenging judgments and estimates applied in the valuation of amounts recoverable on contracts and amounts recognised in revenue by: reviewing contract meeting minutes, reviewing post year end performance and comparing outturn of projects with estimates made in preparing the previous year's 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.

### **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.

*Michael Oates*

Michael Oates CA (Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants.  
Bluebell House, Brian Johnson Way, Preston, PR2 5PE

31st August 2022

**Consolidated Income Statement**  
*for the year ended 31 March 2022*

	<i>Note</i>	<b>2022</b> <b>£000</b>	2021 £000
<b>Turnover</b>	2	<b>58,991</b>	35,045
Change in stocks and work in progress		(306)	278
		<hr/> <b>58,685</b>	<hr/> 35,323
Raw materials and consumables		<b>32,048</b>	18,621
Other external charges		<b>1,938</b>	1,270
Staff costs	4 - 5	<b>15,863</b>	12,876
Depreciation & Amortisation	10 - 11	<b>535</b>	470
Other operating charges		<b>2,893</b>	2,049
Other operating income	6	<b>(1,120)</b>	1,443
		<hr/> <b>(52,157)</b>	<hr/> (33,843)
<b>Operating profit</b>		<b>6,528</b>	1,480
Interest receivable	7	<b>5</b>	9
Interest payable and similar charges	8	<b>(41)</b>	(50)
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>	3	<b>6,492</b>	1,439
Tax on profit on ordinary activities	9	<b>(1,143)</b>	(259)
		<hr/>	<hr/>
<b>Profit on ordinary activities after taxation</b>		<b>5,349</b>	1,180
		<hr/> <hr/>	<hr/> <hr/>

All turnover and operating profits are generated from continuing activities.

Profit and total comprehensive income for the year is all attributable to owners of the parent company.

**Consolidated Statement of Other Comprehensive Income**  
*for the year ended 31 March 2022*

	<b>2022</b> <b>£000</b>	2021 £000
<b>Profit for the financial year</b>	<b>5,349</b>	1,180
Other Comprehensive Income (net of tax)	-	-
	<hr/>	<hr/>
<b>Total Comprehensive Income for the Year</b>	<b>5,349</b>	1,180
	<hr/> <hr/>	<hr/> <hr/>

The notes on pages 18 to 35 form part of these financial statements.

**Consolidated Statement of Financial Position**  
*at 31 March 2022*

	<i>Note</i>	2022		2021	
		£000	£000	£000	£000
<b>Fixed assets</b>					
Tangible assets	<i>10</i>		<b>6,192</b>		5,867
Intangible assets	<i>11</i>		-		-
			<hr/>		<hr/>
			<b>6,192</b>		<b>5,867</b>
<b>Current assets</b>					
Stocks	<i>13</i>	<b>168</b>		474	
Debtors	<i>14</i>	<b>12,032</b>		10,787	
Cash at bank and in hand	<i>15</i>	<b>19,559</b>		11,052	
		<hr/>		<hr/>	
		<b>31,759</b>		<b>22,313</b>	
<b>Current liabilities</b>					
<b>Creditors:</b> amounts falling due within one year	<i>16</i>	<b>(21,307)</b>		<b>(16,891)</b>	
		<hr/>		<hr/>	
<b>Net current assets</b>			<b>10,452</b>		<b>5,422</b>
			<hr/>		<hr/>
<b>Total assets less current liabilities</b>			<b>16,644</b>		<b>11,289</b>
<b>Provisions for liabilities and charges</b>	<i>17</i>		-		-
			<hr/>		<hr/>
<b>Net assets</b>			<b>16,644</b>		<b>11,289</b>
			<hr/>		<hr/>
<b>Capital and reserves</b>					
Called up share capital	<i>18</i>		<b>10,002</b>		10,002
Other reserve			<b>249</b>		249
Share Premium account			<b>45</b>		45
Profit and loss account	<i>19</i>		<b>6,348</b>		993
			<hr/>		<hr/>
<b>Shareholders' funds</b>			<b>16,644</b>		<b>11,289</b>
			<hr/> <hr/>		<hr/> <hr/>

These financial statements were approved by the board of directors on 30<sup>th</sup> August 2022 and were signed on its behalf by:



**H Entwistle**  
*Director*

The notes on pages 18 to 35 form part of these financial statements.

**Consolidated Statement of Changes in Equity**  
*for the year ended 31 March 2022*

	Share Capital £000	Other Reserve £000	Share Premium Account £000	Profit & Loss Account £000	Total £000
<b>At 1 April 2020</b>	10,000	249	-	(199)	10,050
<b>Total comprehensive profit</b>					
Total Profit and Comprehensive Income for the year	-	-	-	1,180	1,180
<b>Transactions with owners recorded directly in equity</b>					
Issue of Shares (note 18)	2	-	45	-	47
EMI Shares Charged against reserves (note 23)	-	-	-	12	12
Total transaction with owners recorded directly in equity	<u>2</u>	<u>-</u>	<u>45</u>	<u>12</u>	<u>59</u>
<b>At 31 March 2021</b>	<u>10,002</u>	<u>249</u>	<u>45</u>	<u>993</u>	<u>11,289</u>
<b>At 1 April 2021</b>	10,002	249	45	993	11,289
<b>Total comprehensive profit</b>					
Total Profit and Comprehensive Income for the year	-	-	-	5,349	5,349
EMI Shares Charged against reserves (note 23)	-	-	-	6	6
Total transaction with owners recorded directly in equity	<u>-</u>	<u>-</u>	<u>-</u>	<u>6</u>	<u>6</u>
<b>At 31 March 2022</b>	<u>10,002</u>	<u>249</u>	<u>45</u>	<u>6,348</u>	<u>16,644</u>

**Company Statement of Financial Position**  
*at 31 March 2022*

	Note	2022		2021	
		£000	£000	£000	£000
<b>Fixed assets</b>					
Tangible assets	10		4,125		4,240
Intangible assets	11		-		-
Investments	12		1,998		1,987
			<u>6,123</u>		<u>6,227</u>
<b>Current assets</b>					
Debtors	14	6,073		5,193	
Cash at bank and in hand	15	3,666		3,312	
		<u>9,739</u>		<u>8,505</u>	
<b>Current liabilities</b>					
<b>Creditors:</b> amounts falling due within one year	16	(14,393)		(14,410)	
<b>Net current liabilities</b>			<u>(4,654)</u>		<u>(5,905)</u>
<b>Total assets less current liabilities</b>			<u>1,469</u>		<u>322</u>
<b>Provisions for liabilities and charges</b>	17		(39)		(28)
<b>Net assets</b>			<u>1,430</u>		<u>294</u>
<b>Capital and reserves</b>					
Called up share capital	18		10,002		10,002
Other reserve			249		249
Share Premium account			45		45
Profit and loss account	19		(8,866)		(10,002)
<b>Shareholders' funds</b>			<u>1,430</u>		<u>294</u>

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes as it prepares group accounts. The company's profit for the year was £1,136k (2021: profit £13k).

These financial statements were approved by the board of directors on 30th August 2022 and were signed on its behalf by:



**H Entwistle**  
Director

The notes on pages 18 to 35 form part of these financial statements.

**Company Statement of Changes in Equity**  
*for the year ended 31 March 2022*

	Share Capital £000	Other Reserve £000	Share Premium Account £000	Profit & Loss Account £000	Total £000
<b>At 1 April 2020</b>	10,000	249	-	(10,027)	222
<b>Total comprehensive profit for the year</b>					
Profit for the year	-	-	-	13	13
Total Comprehensive Profit for the year	-	-	-	13	13
Transactions with owners recorded directly in equity:					
Issue of Shares (note 18)	2	-	45	-	47
EMI Shares Charged against reserves (note 23)	-	-	-	12	12
Total contributions by and distribution to owners	2	-	45	12	59
<b>At 31 March 2021</b>	10,002	249	45	(10,002)	294
<b>At 1 April 2021</b>	10,002	249	45	(10,002)	294
<b>Total comprehensive profit for the year</b>					
Profit for the year	-	-	-	1,136	1,136
Total Comprehensive Profit for the year	-	-	-	1,136	1,136
Transactions with owners recorded directly in equity:					
EMI Shares Charged against reserves (note 23)	-	-	-	-	-
Total contributions by and distribution to owners	-	-	-	-	-
<b>At 31 March 2022</b>	10,002	249	45	(8,866)	1,430

## Consolidated Cash Flow Statement

for the year ended 31 March 2022

	2022 £000	2021 £000
<b>Cash flows from operating activities</b>		
<b>Profit after tax for the year</b>	5,349	1,180
Depreciation, amortisation and impairment	535	470
Gain on sale of tangible fixed assets	-	(1)
Interest receivable and similar income	(5)	(9)
Interest payable and similar charges	41	50
Taxation charged	1,143	-
Share Based Payment Expense	6	12
	<hr/>	<hr/>
	7,069	1,702
Decrease / (Increase) in Stocks	306	(278)
(Increase) in Debtors	(1,245)	(2,269)
Increase in Creditors	4,416	4,130
	<hr/>	<hr/>
	3,477	1,583
Interest paid	(41)	(50)
Taxation	(1,143)	-
	<hr/>	<hr/>
<b>Net cash from operating activities</b>	9,362	3,235
<b>Cash flows from investing activities</b>		
Proceeds from sale of tangible fixed assets	-	5
Interest received	5	9
Acquisition of tangible fixed assets	(860)	(281)
	<hr/>	<hr/>
<b>Net cash from investing activities</b>	(855)	(267)
<b>Financing Activities</b>		
Proceeds from issuance of ordinary shares	-	47
	<hr/>	<hr/>
<b>Net cash from Financing Activities</b>	-	47
<b>Net increase in cash and cash equivalents</b>	<hr/> <b>8,507</b> <hr/>	<hr/> <b>3,015</b> <hr/>
<b>Cash and cash equivalents at 1 April</b>	11,052	8,037
<b>Cash and cash equivalents at 31 March</b>	<hr/> <b>19,559</b> <hr/>	<hr/> <b>11,052</b> <hr/>
<b>Increase in cash in the year</b>	<hr/> <b>8,507</b> <hr/>	<hr/> <b>3,015</b> <hr/>

The notes on pages 18 to 35 form part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

NIS Holdings Limited (the “Company”) is a company limited by shares and incorporated and domiciled in England and Wales.

These Group and parent company financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”) as issued in March 2018. The presentation currency of these financial statements is sterling.

The Company has taken advantage of the exemption from disclosing the following information in its Company only accounts, as permitted by the reduced disclosure regime within FRS102.

- The reconciliation of the number of shares outstanding from the beginning to the end of the period
- No separate parent company Cash Flow Statement with related notes is included; and
- Key Management Personnel compensation
- Certain disclosures required by FRS 102.26 Share Based Payments

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

#### ***Measurement convention***

The financial statements are prepared on the historical cost basis.

#### ***Going concern***

In assessing the ability of the Group to continue to operate as a going concern for the foreseeable future, the directors have considered scenarios which have involved a degree of judgement based upon experience of the sector, forecast activity and the cash resources available to ensure that the financial statements can be prepared on the going concern basis. Since the significance of the economic impacts of the COVID-19 outbreak have become apparent, the Directors have reviewed in detail the Group’s position and the appropriate basis on which to prepare the financial statements. The group has considerable financial resources together with construction contracts with a number of customers and suppliers across different geographic areas and industries within the UK. As a consequence, the directors believe that the group is well placed to manage its business risks successfully despite the current uncertain economic outlook. The company has net current liabilities which have arisen as a result of intergroup funding and amounts owed to related parties. The recipient companies have confirmed that they will not require repayment of the principal amount owed to the extent that this will impact on the ability of NIS Holdings Limited to continue as a going concern.

The Directors have considered projections to August 2023 to test the financial resilience of the Group over this period. Whilst the Directors recognise that 2021/22 were challenging times, on the basis of the experience to the date of approval of the financial statements and consideration of the possible future impact on the customer base, they consider that it remains appropriate to prepare the financial statements on a going concern basis. The COVID-19 outbreak had some impact to the business mainly during 2021. The Directors are satisfied that throughout this time and beyond, the Group and Company’s financial position is supported by its adequate reserves and mitigation strategies to deal with the impact of the outbreak.

#### ***Employee Benefits***

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets. The cost of any unused holiday entitlement is recognised in the period in which the employee’s services are received. Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

## Notes (continued)

### 1 Accounting policies (continued)

#### **Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

#### **Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings made up to 31 March 2022. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated income statement from the date that control commences until the date that control ceases. Control is established when the Company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition method of accounting has been adopted.

Under section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own income statement.

#### **Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

Long leasehold land and buildings	-	shorter of 2% per annum or period of lease
Short leasehold land and buildings	-	20% per annum or period of lease
Plant and machinery	-	10-33% per annum
Fixtures and fittings	-	10-33% per annum

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Properties owned by the company and occupied by group companies are classified as Property, Plant & Equipment as they are not held for rental purposes or capital appreciation. Properties previously subject to revaluation were treated at deemed cost on transition to FRS102.

#### **Research and development**

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the group intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

#### **Turnover**

The turnover shown in the income statement represents the value of all goods and services provided during the year exclusive of Value Added Tax. Turnover is recognised to the extent that the group obtains the right to consideration in exchange for its performance.

For construction contracts, turnover represents the value of work done in the year and is determined by reference to the stage of completion of each contract.

## Notes (continued)

### 1 Accounting policies (continued)

#### **Construction Contracts Policy**

The amount of profit attributable to the state of completion of a construction contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen. Contract work in progress is stated at costs incurred, less those transferred to the income statement, after deducting foreseeable losses and payments on account not matched with turnover. Construction contract debtors are included in debtors and represent turnover recognised in excess of amounts invoiced.

Construction contract debtors represent the gross unbilled amount for contract work performed to date. They are measured at cost plus profit recognised to date less a provision for foreseeable losses and less progress billings. Variations are included in contract revenue when they are reliably measurable and it is probable that the customer will approve the variation itself and the revenue arising from the variation. Claims are included in contract revenue only when they are reliably measurable and negotiations have reached an advanced stage such that it is probable that the customer will accept the claim. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Company's contract activities based on normal operating capacity.

Construction contract debtors are presented as part of debtors in the balance sheet. If payments received from customers exceed the income recognised, then the difference is presented as accruals and deferred income or payments on account in the balance sheet.

#### **Goodwill**

Purchased goodwill (representing the excess of fair value of the consideration given over the fair value of the separable net assets acquired) arising on consolidation is capitalised and amortised to nil by equal annual instalments over its estimated useful economic life. This is estimated to be ten years.

#### **Intangible assets and amortisation**

Other intangible assets that are acquired by the group or company are stated at cost less accumulated amortisation and less accumulated impairment losses.

The cost of intangible asset acquired in a business combination are capitalised separately from goodwill if the fair value can be measured reliably at the acquisition date.

#### **Foreign currencies**

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the financial position date and the gains or losses on translation are included in the income statement.

#### **Operating leases**

Payments (excluding costs for services and insurance) made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in income statement over the term of the lease as an integral part of the total lease expense.

#### **Basic financial instruments**

The company has elected to apply the provisions of section 11, basic financial instruments, in full to all its financial instruments.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

#### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances held on demand in UK banks.

#### *Stocks*

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the weighted average principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

#### *Impairment of Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company or group would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Non-financial assets*

The carrying amounts of the group's and Company's non-financial assets, other than stocks, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination.

For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

#### *Taxation*

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Research & Development tax credits are credited to the income statement rather than being shown as part of the overall tax charge/credit.

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.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Share Based Payments*

The Group grants share options to certain employees.

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

The expense in relation to options over the Company's shares granted to employees of a subsidiary is recognised by the Company as equity-settled and shown as a capital contribution to the subsidiary by increasing the Company's investment. Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

#### *Government Grants*

The directors have accounted for all government grants within other operating income using the performance model in the current year and going forward. Grants are recognised as income when the associated performance conditions are met. As comparative amounts were not material to an understanding of the performance of the entity, they have not been restated.

The government grant re Covid-19 relates to furlough payments received under the Coronavirus Job Retention Scheme in the initial months of the Coronavirus pandemic. The retention of employees was of paramount importance to the company; as such the directors made use of the scheme until the economy recovered sufficiently to allow business to open up again. The government grant re RDEC relate to amounts receivable under the Rsearch and Development Expenditure Credit scheme for spending on qualifying activities.

#### *Critical Accounting Estimates and Areas of Judgement*

The group makes estimates and assumptions concerning the future. The resulting estimates and assumptions will, by definition seldom equal actual results. The key assumptions which may give rise to a material adjustment within the next financial year relate to the level of profit which is to be recognised in construction contracts. Further detail is given in the relevant accounting policy. Management assess at the period end whether there are any indicators of impairments or reversals of impairments in respect of investments held in subsidiary companies and, if that is the case, form an estimate of the recoverable value of the investment. The carrying value of investments and in year movements are disclosed in note 12.

**Notes** (continued)

**2 Analysis of turnover**

The turnover in the income statement relates to construction contracts within the engineering industry and nuclear industry and is regarded as a single class of business.

	2022 £000	2021 £000
<i>By geographical market</i>		
United Kingdom	58,991	35,045
	58,991	35,045
	58,991	35,045

**3 Expenses and Auditor's remuneration**

	2022 £000	2021 £000
<i>Included in the operating profit are the following:</i>		
Research & Development Claim	(1,054)	(782)
Depreciation	535	447
Amortisation	-	23
Operating Lease Rentals including short term hire	1,018	733
	1,018	733
	1,018	733

*Auditor's remuneration:*

Audit of these financial statements	9	10
Audit of financial statements of subsidiaries pursuant to legislation	34	27
Other services relating to taxation and pensions	15	18
	58	55
	58	55

**4 Remuneration of directors**

	2022 £000	2021 £000
<i>Directors' emoluments:</i>		
Remuneration as executives	341	366
Pension contributions	51	56
	392	422
	392	422

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid director was £203,078 (2021: £179,930), and company pension contributions of £18,941 (2021: £27,564) were made to a money purchase scheme on his behalf.

The number of directors accruing benefits from the Company under pension schemes may be analysed as follows:

	2022	2021
Defined contribution schemes	2	3
	2	3
	2	3

**Notes** (continued)

**5 Staff numbers and costs**

The average number of persons employed by the Group and Company (including directors) during the year, analysed by category, was as follows:

	Number of employees Group		Number of employees Company	
	2022	2021	2022	2021
Manufacturing	39	37	-	-
Design	30	27	-	-
Quality assurance and project management	163	139	-	-
Manufacturing services	18	17	-	-
Selling and administration	55	48	3	2
	<u>305</u>	<u>268</u>	<u>3</u>	<u>2</u>

The aggregate payroll costs of these persons were as follows:

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Wages and salaries	13,641	11,049	321	258
Social security costs	1,491	1,175	40	29
Pension costs (see note 21)	719	602	33	23
Other costs - termination and redundancy	6	38	-	30
Share based payments	6	12	-	2
	<u>15,863</u>	<u>12,876</u>	<u>394</u>	<u>342</u>

**6 Other Operating Income**

	2022	2021
Government Grants re: CJRS	66	661
Government Grants re: RDEC	1,054	782
Total Government Grants	<u>1,120</u>	<u>1,443</u>
Other Operating Income	<u>1,120</u>	<u>1,443</u>

Given the quantum of government grants, the directors have decided to account for all government grants within other operating income using the performance model in the current year and going forward.

**7 Interest receivable**

	2022 £000	2021 £000
Bank interest	5	9

**Notes** *(continued)*

**8 Interest payable and similar charges**

	2022 £000	2021 £000
Amounts payable on other loans	41	50
Interest payable and similar charges	41	50

**9 Taxation**

*Total tax expense recognised in the income statement*

	2022 £000	2021 £000
<b>Current tax</b>		
Current tax on income for the year	1,143	259
Under provided in prior years	-	-
<b>Total deferred tax</b>	-	-
<b>Total tax</b>	1,143	259

*Factors affecting future tax charge*

In the budget on 3 March 2021, the UK Government announced an increase in the main UK corporation tax rate from 19% to 25% with effect from 1 April 2023. The deferred tax liability at 31 March 2022 was £39k (2021: £37k), and increase unrecognised deferred tax assets at 31 March 2022 to £1,233k (2021: £1,256k) and has been calculated based on a rate of 25% (2021: 19%) as this is the prevailing rate that the deferred tax liability is expected to reverse.

*Reconciliation of effective tax rate*

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

**Total tax reconciliation**

	2022 £000	2021 £000
Profit on ordinary activities before taxation	6,492	1,439
Tax using the UK Corporation tax rate of 19% (2021: 19%)	1,233	273
Effects of:		
Non-deductible expenses	7	6
Under provided in prior years	0	0
Other differences leading to a decrease in the tax charge	(97)	(20)
<b>Total tax charge for the period</b>	1,143	259

**Notes (continued)**

**10 Tangible fixed assets**

<i>Group</i>	<b>Long leasehold land and buildings £000</b>	<b>Short Leasehold land and buildings £000</b>	<b>Plant and machinery £000</b>	<b>Fixtures And Fittings £000</b>	<b>Total £000</b>
<b>Cost</b>					
At 1 April	6,765	46	3,415	1,041	11,267
Additions	-	-	654	207	860
Disposals	-	-	(13)	-	(13)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March	6,765	46	4,055	1,248	12,114
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>					
At 1 April	1,714	46	2,815	825	5,400
Charge for year	135	-	329	71	535
On disposals	-	-	(13)	-	(13)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March	1,849	46	3,131	896	5,992
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Net book value</b>					
<b>At 31 March 2022</b>	<b>4,916</b>	<b>-</b>	<b>924</b>	<b>352</b>	<b>6,192</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 March 2021	5,051	-	600	216	5,867
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes** *(continued)*

**10 Tangible Fixed Assets** *(continued)*

The following information relates to assets carried on the basis of revaluation.

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
<b><i>Long leasehold land and buildings</i></b>		
Land and buildings are stated at:		
Valuation (1984)	800	800
Aggregate depreciation thereon	(308)	(308)
	492	492
Net book value	492	492

If land and buildings were stated on an historical cost basis rather than a fair value basis, the amounts would have been included as follows:

Historical cost of revalued assets	416	416
Aggregate depreciation based on historical cost	(160)	(160)
	256	256
Historical cost net book value	256	256

Long leasehold land and buildings were last revalued in 1984 by independent surveyors based on an open market valuation.

Other tangible fixed assets, including additions subsequent to the revaluation of land and buildings, are included at cost.

	<b>Long Leasehold land and buildings £000</b>
<b><i>Company</i></b>	
<b><i>Cost or valuation</i></b>	
At 1 April	5,764
Additions	-
	5,764
At 31 March	5,764
<b><i>Depreciation</i></b>	
At 1 April	1,524
Charge for year	115
On Disposals	-
	1,639
At 31 March	1,639
<b><i>Net book value</i></b>	
At 31 March 2022	4,125
At 31 March 2021	4,240

Long leasehold buildings previously revalued are stated at deemed cost on adoption of FRS102.

**Notes** (continued)

**11 Intangible fixed assets**

<i>Group</i>	<b>Development costs £000</b>	<b>Goodwill £000</b>	<b>Total £000</b>
<i>Cost</i>			
At 1 April	1,365	511	1,876
	<hr/>	<hr/>	<hr/>
At 31 March	1,365	511	1,876
	<hr/>	<hr/>	<hr/>
<i>Amortisation</i>			
At 1 April	1,365	511	1,876
Charge for year	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 March	1,365	511	1,876
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
<b>At 31 March 2022</b>	-	-	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 March 2021	-	-	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
			<b>Goodwill £000</b>
<i>Company</i>			
<i>Cost</i>			
At 1 April			511
			<hr/>
At 31 March			511
			<hr/>
<i>Amortisation</i>			
At 1 April			511
Charge for year			-
			<hr/>
At 31 March			511
			<hr/>
<i>Net book value</i>			
<b>At 31 March 2022</b>			-
			<hr/> <hr/>
At 31 March 2021			-
			<hr/> <hr/>

**Notes** (continued)

**12 Fixed asset investments**

<i>Company</i>	<b>Shares in group undertakings £000</b>	<b>Total £000</b>
<b>Cost</b>		
At 1 April	20,405	20,405
Additions	-	-
	<hr/>	<hr/>
At 31 March	20,405	20,405
	<hr/>	<hr/>
<b>Provisions</b>		
At 1 April	18,418	18,418
Reversal of past impairment losses	(11)	(11)
	<hr/>	<hr/>
At 31 March	18,407	18,407
	<hr/>	<hr/>
<b>Net book value</b>		
<b>At 31 March 2022</b>	<b>1,998</b>	<b>1,998</b>
	<hr/>	<hr/>
At 31 March 2021	1,987	1,987
	<hr/>	<hr/>

The undertakings in which the Company's interest at the year-end is more than 20% are detailed below.

The registered office address of each entity is Ackhurst Road, Chorley, Lancashire, PR7 1NH

	Country of Incorporation	Registered Number	Principal Activity	Class and percentage of shares held	
				Group	Company
<b>Subsidiary undertakings</b>					
N.I.S. Limited	England & Wales	03345114	Engineering design and manufacturing services	100%	100%
NSG Environmental Limited	England & Wales	02769182	Nuclear R&D and Decommissioning services	100%	100%
Hold Engineering Limited	England & Wales	03003954	Site Engineering services	100%	100%

**Notes (continued)**

**13 Stocks**

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Raw materials and consumables	29	29	-	-
Work in progress	139	445	-	-
	<u>168</u>	<u>474</u>	<u>-</u>	<u>-</u>

**14 Debtors**

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Trade debtors	8,830	7,613	-	-
Other debtors	90	671	-	-
Construction contract debtors	2,256	1,901	-	-
Amounts owed by subsidiary undertakings	-	-	5,957	5,086
Prepayments and accrued income	856	602	116	107
	<u>12,032</u>	<u>10,787</u>	<u>6,073</u>	<u>5,193</u>

Amounts owed by subsidiary undertakings are interest free and due on demand.

**15 Cash and Cash Equivalents / Bank Overdrafts**

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Cash at bank and in hand	19,559	11,052	3,666	3,312
Cash and cash equivalents per cashflow statement	<u>19,559</u>	<u>11,052</u>	<u>3,666</u>	<u>3,312</u>

**Analysis of changes in net debt - Group**

	1 <sup>st</sup> April 2021 £000	Cash Flows £000	31 <sup>st</sup> March 2022 £000
Cash at bank and in hand	11,052	8,507	19,559
Borrowings	(4,372)	1,956	(2,416)
	<u>6,680</u>	<u>10,463</u>	<u>17,143</u>

**Notes (continued)**

**16 Creditors: amounts falling due within one year**

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Unsecured loan facility to related company	2,000	4,000	2,000	4,000
Payments received on account: construction contracts	6,218	3,475	-	-
Trade creditors	8,652	5,354	39	36
Amounts owed to group undertakings	-	-	11,735	9,794
Borrowings from related companies	416	372	416	372
Other creditors	134	106	-	-
Corporation tax payable	90	-	-	-
Other taxation and social security	1,620	2,087	61	55
Accruals	2,177	1,497	142	153
	<u>21,307</u>	<u>16,891</u>	<u>14,393</u>	<u>14,410</u>

The unsecured loan facility from a shareholder connected company bears interest at 1.25% per annum. This is repayable on demand. During the year an amount of £2m was repaid from the Unsecured Loan Balance, subsequently the Unsecured Loan was repaid in full on 23rd June 2022.

Amounts owed to group undertakings are interest free and due on demand.

**17 Provisions for liabilities and charges**

	Group		Company	
	2022 £000	2021 £000	2022 £000	2021 £000
Deferred Taxation	-	-	39	28
	<u>-</u>	<u>-</u>	<u>39</u>	<u>28</u>

As at 31 March 2021, the Group had aggregate tax losses carried forward of £4,933k (2021: £5,023k) equating to a deferred tax asset of £1,233k (2021: £954k). Other timing differences between the treatment of certain items for tax and accounting purposes would create a deferred liability of £ Nil k (2021: £Nil k). Deferred tax liabilities caused by accelerated capital allowances held at subsidiary level have been offset by deferred tax assets elsewhere in the group as group relief is currently available. At the year end the overall group deferred tax asset has not been recognised. At the year end the Company had timing differences due to accelerated capital allowances of £154k (2021: £146k) leading to a deferred tax liability of £39k (2021: £28k) which has been provided.

## Notes (continued)

### 18 Share Capital

	2022	2021
	£000	£000
<i>Allotted, called up and fully paid</i>		
10,000,000 'A' ordinary shares of £1 each	10,000	10,000
180,000 'B' ordinary shares of £0.01p each	2	2
	10,002	10,002
	10,002	10,002

During the year, Nil (2021: 180k) ordinary shares with a nominal value of £0.01p (2021: £0.01p) were issued for cash consideration of £ Nil k (2021: £47k).

The holders of 'A' ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The holders of 'B' ordinary shares are not entitled to receive dividends as declared from time to time and have no voting rights per share at meetings of the Company.

### 19 Reserves

**Profit and loss reserve** – Cumulative profit and loss reserve net of distributions to owners

**Other reserve** – relates to a previous revaluation reserve which arose prior to the adoption of FRS102 on which certain fixed assets were reflected at deemed cost.

**Share Premium reserve** – relates to consideration received for shares issued above their nominal value net of transaction costs.

### 20 Operating leases

The company had total commitments under non-cancellable operating leases are as follows:

	2022	2021	2022	2021
	Group	Group	Company	Company
	£000	£000	£000	£000
Operating Leases which expire:				
Within one year	586	440	415	313
Within two to five years	1,421	678	817	396
After more than five years	2,126	2,154	1,855	1,893
	4,133	3,272	3,087	2,602
	4,133	3,272	3,087	2,602

The Group & Company have lease contracts for various offices, equipment and vehicles used in the operations. Lease terms range from 1 to 55 years.

### 21 Employee Benefits

#### Defined Contribution Pension Scheme

The Company operated various defined contribution pension schemes. The pension cost charge for the year represents contributions payable by the Group to the schemes and amounted to £719k (2021: £602k). Group contributions amounting to £134k (2021: £106k) were payable to the schemes and are included in creditors. The Company contributions to the schemes amounted to £33k (2021: £23k). Company contributions amounting to £ Nil k (2021: £ Nil k) were payable to the schemes and are included in creditors.

## Notes (continued)

### 22 Related party transactions

The Group has a balance owing of £416k (2021: £372k) with its related company Wan Hai Steamship Co. (Liberia) Inc, and an unsecured loan of £2m (2021: £4m) owed to its related company TLW Capital Partners Co., Limited. During the year an amount of £2m was repaid from the Unsecured Loan Balance, subsequently the Unsecured Loan was repaid in full on 23<sup>rd</sup> June 2022. In addition, N.I.S. Holdings Limited, has paid loan interest of £41k (2021: £50k) to TLW Capital Partners Co., Limited during the year.

The ultimate controlling party of the Group is Dr Ching Chih Chen.

### 23 Share Based Payments

During the year ended 31 March 2022 the Company's equity-settled share-based payment arrangements comprised of a number of options awarded under an Enterprise Management Incentive plan at various grant dates.

The number and weighted average exercise prices of share options are as follows:

	<b>2022 Weighted Average Exercise Price</b>	<b>2022 Number Of Options</b>	2021 Weighted Average Exercise Price	2021 Number Of Options
Outstanding at the beginning of the year	29.1p	645,000	28.1p	980,000
Granted during the year	27.5p	120,000	26.0p	175,000
Exercised during the year	26.0p	-	(26.0p)	(180,000)
Lapsed during the year	(26.0p)	(135,000)	(26.0p)	(330,000)
	<hr/>	<hr/>	<hr/>	<hr/>
Outstanding at the end of the year	29.5p	630,000	29.1p	645,000
	<hr/>	<hr/>	<hr/>	<hr/>
Exercisable at the end of the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>

The weighted average fair value of options granted in the year was determined using the Black-Scholes option pricing model. The Black-Scholes model is considered to apply the most appropriate valuation method due to the relatively short contractual lives of the options and the requirement to exercise within a short period after the employee becomes entitled to the shares (the "vesting" date).

The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations.

Non-vesting conditions and market conditions are taken into account when estimating the fair value of the option at grant date. Service conditions and non-market performance conditions are taken into account by adjusting the number of options expected to vest at each reporting date.

**Notes** *(continued)*

**23 Share Based Payments** *(continued)*

The total expenses recognised for the year and the total liabilities recognised at the end of the year arising from share-based payments are as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Total share based payment expenses	6	12
	<hr/>	<hr/>
Total carrying amount within reserves	57	51
	<hr/> <hr/>	<hr/> <hr/>

During 2021/2022, the Group reported further share option movements as follows:

Grant Date	Subscription price per share	Number of share options	Vesting date of options	Earliest date options can be exercised	Date of expiry	Exercised or Lapsed
19/08/2010	26.0p	510,000	19/08/2020	19/02/2020	19/08/2020	
19/08/2010	26.0p	(510,000)	19/08/2020			Lapsed in 2020
30/01/2012	26.0p	120,000	30/01/2022	30/07/2021	30/01/2022	
30/01/2012	26.0p	(120,000)	30/01/2022			Lapsed in 2022
20/02/2012	26.0p	15,000	20/02/2022	20/08/2021	20/02/2022	
20/02/2012	26.0p	(15,000)	20/02/2022			Lapsed in 2022
23/07/2014	32.0p	150,000	23/07/2024	23/01/2024	23/07/2024	
15/06/2015	32.0p	60,000	15/06/2025	15/12/2024	15/06/2025	
22/12/2016	32.0p	30,000	22/12/2026	22/06/2026	22/12/2026	
05/01/2018	32.0p	35,000	05/01/2028	05/07/2027	05/01/2028	
30/07/2019	32.0p	60,000	30/07/2029	30/01/2029	30/07/2029	
27/08/2020	26.0p	175,000	27/08/2030	27/02/2030	27/08/2030	
28/10/2021	32.0p	30,000	28/10/2031	28/04/2031	28/10/2031	
03/02/2022	26.0p	90,000	03/02/2032	03/08/2031	03/02/2032	
		<hr/>				
Employee Share Options Issued		630,000				
		<hr/> <hr/>				