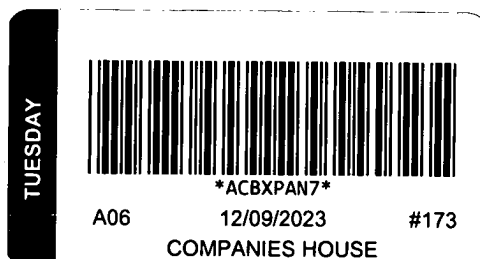


Registered number: 01319856

CTDI GLENROTHES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



CTDI GLENROTHES LIMITED

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CTDI GLENROTHES LIMITED

COMPANY INFORMATION

Directors	S T Taylor M R��th A Reid
Company secretary	CLC Secreterial Services Ltd
Registered number	01319856
Registered office	Featherstone Road Wolverton Mill Milton Keynes MK12 5TH
Independent auditors	MHA MacIntyre Hudson Chartered Accountants & Statutory Auditors Moorgate House 201 Silbury Boulevard Milton Keynes Buckinghamshire MK9 1LZ

CTDI GLENROTHES LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The directors present their strategic report for the year ended 31 December 2022.

Business review

The Company is engaged in technical repairs, customer support services and product end of life management of electronic equipment. The Company continues to pioneer new technologies building on its expertise of automated testing for its clients.

2022 was a successful period with revenue growing by 5% on the previous year to £32,401k. Investments in new contracts for the Set Top Box division and expanding activity on Mobile devices caused losses to be incurred in the year. However, we expect our 2023 revenues and profits to grow as a result of these investments.

As part of our commitment to improve efficiencies and to protect margins, we have in house expertise focused on using technology in the most effective way possible in our day to day operations. With customer products regularly evolving and changing, we adopt a flexible and innovative approach to our operations, to ensure we meet our customer quality of service targets. In addition to this, we also have in place a review scheme whereby front-line employees can also provide invaluable inputs to process improvements.

The Company has closing shareholder funds at 31 December 2022 of £4,565k (2021 - £5,627k). At 31 December 2022, the Company has net current assets of £2,691k (2021 - £4,435k).

The directors are satisfied with the performance of the business.

Major contracts have been secured in 2022 and new business opportunities are growing. On this basis it is believed that the market for products and services that the company offers will enable satisfactory financial results in 2024.

Principal risks and uncertainties

Set out below are some of the principal risks and uncertainties identified by the directors which exist within the Company and are actively dealt with by the directors but nevertheless, could adversely affect the Company, results of operations and financial condition of the Company. The following risk information is not intended to be a comprehensive overview of risks inherent within the business nor is it intended to rank the risks in order of importance of materiality.

Commercial risks: The Company's success relies on revenue from the contracts it has with its customers. Therefore, the Company must offer competitive rates to win and maintain these contracts. Furthermore, the Company also relies on the volume of electronic equipment needing repair from its customers.

System and efficiency risks: The Company's systems are critical in delivering high quality outputs in an efficient manner. Policies and procedures are in place to ensure system integrity is maintained and to deliver consistent customer service.

Legislative and compliance: In order for the Company to meet its ISO requirements and achieve its annual certification, it must adhere to a number of legislative and compliance requirements and pass the annual audits as conducted within the year.

Conflict in Ukraine/Russia: We consider the effects of the current conflict in Ukraine to our business to be small. The situation is closely monitored by our directors.

CTDI GLENROTHES LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Financial key performance indicators

Key performance indicators (KPI's) include the monitoring of the operating and financial performance of the Company by the directors. The KPI's as adopted by the Company are as follows:-

Turnover	2022 £32,401k	2021 £30,861k
Gross Profit	£4,215k	£6,495k
Gross Profit %	13%	21%
(Loss)/Profit before tax	£(1,343)k	£2,412k
Debtor Days	39 Days	40 Days
Creditor Days	59 Days	29 Days

Other key performance indicators

Customer quality and service targets are measured daily. The achievement of these targets remains consistently high within the business.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Directors' statement of compliance with duty to promote the success of the Company

The directors of CTDI Glenrothes Limited consider that individually and together, they have acted in the way they consider would be most likely to promote the success of the business for the benefit of its stakeholders.

The directors plan to ensure the long term success of the business engaged in technical repairs, customer support services and product end of life management of electronic equipment. This will be achieved through developing long term contracts with existing customers and winning contracts with new customers, based on the consistent delivery of quality and achievement of customer service targets.

To achieve this strategic objective the directors plan to behave responsibly in balancing the needs of our employees, our customers and our shareholders.

Our employees

Our employees are fundamental to the success of our business. We aim to be a responsible employer in our approach to pay and benefits and ensuring their health, safety and wellbeing. We endeavour to develop our employees through providing opportunities and training. We engage with employees each day to organise and improve production and by holding employee forums on a regular basis.

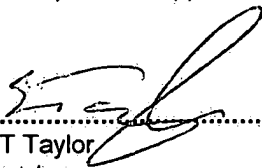
Our customers

Meeting customer expectations through the achievement of quality and service targets is a Key Performance Indicator of the business that is monitored daily. This enables us to build strong customer relationships and secure long term contracts for the business. We respond to customers changing needs on a daily basis and review overall satisfaction together through quarterly business reviews.

Our shareholders

Each year the business reviews its strategy and budget expectations with shareholders for the following year. In developing the budget and strategic plans the business considers a variety of matters including the interest of various stakeholders, the consequences if its decisions in the long term and the reputation of the business. Once approved, the budget and strategic plans form the basis of investment plans and performance goals for the following year. Performance against these plans is then monitored and reported to shareholders on a daily basis.

This report was approved by the board and signed on its behalf.


.....
S T Taylor
Director

Date: 28/4/23

CTDI GLENROTHES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The Company is a wholly owned subsidiary of CTDI (Depot) Services Ltd and engages in technical repairs, customer support services and product end of life cycle management of electronic equipment.

Directors

The directors who served during the year were:

S T Taylor
M R  th
A Reid

Results and dividends

The loss for the year, after taxation, amounted to £1,062k (2021 - profit £2,364k).

The company voted dividends for the year totalling £nil (2021 - £nil).

Supplier payment policy

It is the Company's policy to set the terms of payment with suppliers when agreeing the terms of the transaction, to ensure that suppliers are aware of these terms and to abide by them.

Creditors days at the year end were 59 days (2021 - 29 days).

CTDI GLENROTHES LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Engagement with employees

The Company has continued its practice of keeping employees informed of matters affecting them as employees and the financial and economic factors affecting the performance of the Company.

Disabled employees

Applications for employments by disabled persons are given full and fair consideration for all vacancies in accordance with their particular aptitudes and abilities. In the event of employees becoming disabled, every effort is made to retain them in order that their employment with the Company may continue.

It is the policy of the Company that training, career development and promotion opportunities should be available to all employees.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

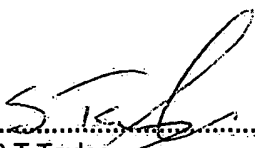
Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, MHA MacIntyre Hudson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.


.....
S T Taylor
Director

Date: 28/4/23

CTDI GLENROTHES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CTDI GLENROTHES LIMITED

Opinion

We have audited the financial statements of CTDI Glenrothes Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of income and retained earnings, the Balance sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 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.

CTDI GLENROTHES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CTDI GLENROTHES LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' 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 matters 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.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 5, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 Auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquiry of management around actual and potential litigation and claims;
- Enquiry of entity staff in compliance functions to identify any instances of non-compliance with laws and regulations;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

CTDI GLENROTHES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CTDI GLENROTHES LIMITED (CONTINUED)

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 Auditors' 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.



Robert John Butler FCA (Senior Statutory Auditor)

for and on behalf of
MHA MacIntyre Hudson

Chartered Accountants
Statutory Auditors

Milton Keynes

Date: 28/4/2023

CTDI GLENROTHES LIMITED

**STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £000	2021 £000
Turnover	4	32,401	30,861
Cost of sales		(28,640)	(24,366)
Gross profit		3,761	6,495
Administrative expenses		(5,773)	(5,338)
Other operating income	5	821	1,284
Operating (loss)/profit	6	(1,191)	2,441
Interest receivable and similar income	10	8	18
Interest payable and similar expenses	11	(160)	(47)
(Loss)/profit before tax		(1,343)	2,412
Tax on (loss)/profit	12	281	(48)
(Loss)/profit after tax		(1,062)	2,364
Retained earnings at the beginning of the year		5,087	2,723
(Loss)/profit for the year		(1,062)	2,364
Retained earnings at the end of the year		4,025	5,087

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of income and retained earnings.

The notes on pages 13 to 32 form part of these financial statements.

CTDI GLENROTHES LIMITED
REGISTERED NUMBER: 01319856

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Tangible assets	14	1,874	1,192
		<u>1,874</u>	<u>1,192</u>
Current assets			
Stocks	16	7,873	2,365
Debtors: amounts falling due within one year	17	8,046	6,648
Cash at bank and in hand	18	-	1,421
		<u>15,919</u>	<u>10,434</u>
Creditors: amounts falling due within one year	19	(13,228)	(5,999)
		<u>2,691</u>	<u>4,435</u>
Net current assets		<u>2,691</u>	<u>4,435</u>
Total assets less current liabilities		<u>4,565</u>	<u>5,627</u>
Net assets		<u>4,565</u>	<u>5,627</u>
Capital and reserves			
Called up share capital	21	540	540
Profit and loss account	25	4,025	5,087
		<u>4,565</u>	<u>5,627</u>

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


.....
S T Taylor
Director

Date: 28/4/23

The notes on pages 13 to 32 form part of these financial statements.

CTDI GLENROTHES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

CTDI Glenrothes Limited is a private company limited by share capital, incorporated in England and Wales (registered 01319856).

The address of its registered office is Featherstone Road, Wolverton Mill, Milton Keynes, MK12 5TH.

The principal place of business is Bankhead West Industrial Estate, 1 James Watt Avenue, Glenrothes, KY7 4UA.

The principal activity of the Company continued as to engage in technical repairs, customer support services and product end of life cycle management of electronic equipment.

The financial statements are presented in pound sterling which is also the functional currency of the Company, rounded to the nearest £1k.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of CTDI GmbH as at 31 December 2022 and these financial statements may be obtained from CTDI GmbH, Stephanstr. 4-8 76316 Malsch, Germany.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.3 Name of parent of group

CTDI Glenrothes Limited is a wholly owned subsidiary of CTDI (Depot) Services Ltd. Communications Test Design Inc is the ultimate parent of the Company. The results of CTDI Glenrothes Limited are included in the consolidated financial statements of Communications Test Design Inc which are not available to the public. The results of the CTDI Glenrothes Limited are also included in the consolidated financial statements of CTDI GmbH.

A copy of these consolidated financial statements are available from the registered office address of CTDI GmbH, Stephanstr. 4-8 76316 Malsch, Germany.

2.4 Going concern

The financial statements have been prepared on a going concern basis. The Directors have considered relevant information, including the annual budget, forecast future cash flows and the impact of subsequent events in making their assessment.

With respect to COVID 19, the business continues to follow the advice of the Scottish and UK Government and remains ready to reactivate any required measures if necessary. The directors have reviewed the ongoing impact on employees, customer demand, supply chain and financial support from the parent company. They concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.7 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Pound Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.8 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Development expenditure	-	3 years
-------------------------	---	---------

2.9 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.9 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	- 5 years
Plant and machinery	- 3 - 5 years
Motor vehicles	- 5 years
Fixtures and fittings	- 5 years
Assets under construction	- Not depreciated

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.10 Impairment of fixed assets

At each reporting end date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indications exist, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less cost to sell and value in use. 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit and loss, unless the relevant asset is carried at a revalued amount, in which the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit and loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.11 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.12 Debtors

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

2.13 Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of fair values at the acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the company in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date. Assuming it is probable and can be measured reliably.

2.14 Investments

Interest in investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in the statement of income and retained earnings.

2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.16 Creditors

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.17 Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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

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

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.18 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.19 Provisions

Provisions are recognised when the Company has an obligation at the reporting date as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at the present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

2.20 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 Company is demonstrably committed to terminating the employment of an employee or to provide termination benefits.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.21 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the statement of income and retained earnings when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.22 Government grants

Grants relating to the Job Retention Scheme are accounted under the accruals model as permitted by FRS 102.

Grants relating to the Job Retention Scheme are recognised in the Statement of Comprehensive Income within other operating income in the same period as the related staff costs.

2.23 Operating leases: the company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.24 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which an estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements and estimates

The following judgements and estimates have had the most significant effect on amounts recognised in the financial statements.

Tangible assets

Directors and key management assess the useful lives of tangible assets.

Intangible assets

Directors and key management assess the useful lives of intangible assets, primarily development costs, at 3 years over which period the intangibles are expected to generate revenue or benefit to the Company. However, intangible assets can potentially generate revenue or a benefit over a shorter or longer period.

Provisions

At the end of each financial year, the Company makes provision against certain balance sheet areas such as obsolete or slow moving stock, stock returns, customer debt provisions etc. Such provisions are calculated using a combination of actual current information and an element using historical data as a basis.

4. Turnover

All turnover relates to the principal activity of the Company. An analysis of turnover by geographical location is as follows:

	2022 £000	2021 £000
United Kingdom	27,633	25,276
Other European countries	4,768	5,585
	<u>32,401</u>	<u>30,861</u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

5. Other operating income

	2022	2021
	£000	£000
Intercompany recharging	821	1,215
Job retention scheme	-	69
	<u>821</u>	<u>1,284</u>

6. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2022	2021
	£000	£000
Loss on disposals of property, plant and equipment	-	79
Exchange differences	74	28
Depreciation	375	464
Other operating lease rentals	538	531
	<u>538</u>	<u>531</u>

7. Auditors' remuneration

	2022	2021
	£000	£000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	28	24
	<u>28</u>	<u>24</u>

Fees payable to the Company's auditor in respect of:

All other services	5	4
	<u>5</u>	<u>4</u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

8. Employees

Staff costs, including directors' remuneration, were as follows:

	2022	2021
	£000	£000
Wages and salaries	12,213	10,675
Social security costs	1,027	815
Other short-term employee benefits	38	37
Cost of defined contribution scheme	415	365
	<u>13,693</u>	<u>11,892</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2022	2021
	No.	No.
Sales and administration	45	32
Operations, engineers and technicians	480	496
	<u>525</u>	<u>528</u>

9. Directors' remuneration

	2022	2021
	£000	£000
Directors' emoluments	239	246
Company contributions to defined contribution pension schemes	19	18
	<u>258</u>	<u>264</u>

During the year retirement benefits were accruing to 2 directors (2021 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £151k (2021 - £154k).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £12k (2021 - £12k).

Only 2 directors are remunerated by the Company, remuneration for the other directors for the current and prior period has been borne by other group companies.

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

10. Interest receivable

	2022	2021
	£000	£000
Interest receivable from group companies	<u>8</u>	<u>18</u>

11. Interest payable and similar expenses

	2022	2021
	£000	£000
Bank interest payable	121	40
Interest payable to group companies	39	7
	<u>160</u>	<u>47</u>

12. Taxation

	2022	2021
	£000	£000
Corporation tax		
Current tax on profits for the year	45	48
Total current tax	<u>45</u>	<u>48</u>
Deferred tax		
Origination and reversal of timing differences	<u>(326)</u>	<u>-</u>
Taxation on (loss)/profit on ordinary activities	<u>(281)</u>	<u>48</u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

12. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022	2021
	£000	£000
(Loss)/profit on ordinary activities before tax	(1,343)	2,412
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(255)	458
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	13	8
Capital allowances for year in excess of depreciation	(237)	(132)
Adjustments to tax charge in respect of prior periods	45	-
Unrelieved tax losses carried forward	449	-
Adjustment in research and development tax credit leading to an increase (decrease) in the tax charge	-	9
Group relief	106	(216)
Patent box relief	(76)	(79)
Movement on deferred taxation	(326)	-
Total tax charge for the year	(281)	48

Factors that may affect future tax charges

On 1 April 2023 the main rate of corporation tax in the UK will increase to 25%.

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Intangible assets

	Development expenditure £000
Cost	
At 1 January 2022	4,336
At 31 December 2022	<u>4,336</u>
Amortisation	
At 1 January 2022	4,336
At 31 December 2022	<u>4,336</u>
Net book value	
At 31 December 2022	<u><u>-</u></u>
At 31 December 2021	<u><u>-</u></u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

14. Tangible fixed assets

	Leasehold improvements £000	Plant and machinery £000	Motor vehicles £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Cost						
At 1 January 2022	309	4,538	10	1,382	30	6,269
Additions	-	412	-	155	490	1,057
Transfers between classes	-	2	-	-	(2)	-
At 31 December 2022	<u>309</u>	<u>4,952</u>	<u>10</u>	<u>1,537</u>	<u>518</u>	<u>7,326</u>
Depreciation						
At 1 January 2022	295	3,680	10	1,092	-	5,077
Charge for the year on owned assets	7	278	-	90	-	375
At 31 December 2022	<u>302</u>	<u>3,958</u>	<u>10</u>	<u>1,182</u>	<u>-</u>	<u>5,452</u>
Net book value						
At 31 December 2022	<u>7</u>	<u>994</u>	<u>-</u>	<u>355</u>	<u>518</u>	<u>1,874</u>
At 31 December 2021	<u>14</u>	<u>858</u>	<u>-</u>	<u>290</u>	<u>30</u>	<u>1,192</u>

15. Fixed asset investments

The Company holds an investment amounting to £146 (2021 - £146) representing 1% of the ordinary issued share capital of CTDI Belgium (SPRL).

The registered address for CTDI Belgium (SPRL) is Rue de Liege (CO) 70, 6180 Courcelles, Belgium.

Interest in investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in the statement of income and retained earnings.

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

16. Stocks

	2022	2021
	£000	£000
Raw materials and consumables	7,125	2,219
Work in progress	689	114
Finished goods and goods for resale	59	32
	<u>7,873</u>	<u>2,365</u>

17. Debtors

	2022	2021
	£000	£000
Trade debtors	3,505	3,368
Amounts owed by group undertakings	3,410	2,519
Other debtors	6	11
Prepayments and accrued income	263	175
Tax recoverable	414	453
Deferred taxation	448	122
	<u>8,046</u>	<u>6,648</u>

Interest is charged at 3% on the amounts due from group undertakings and the balance is repayable on demand.

18. Cash and cash equivalents

	2022	2021
	£000	£000
Cash at bank and in hand	-	1,421
Less: bank overdrafts	<u>(2,906)</u>	<u>-</u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

19. Creditors: Amounts falling due within one year

	2022	2021
	£000	£000
Bank overdrafts	2,906	-
Bank loans	1,700	-
Trade creditors	4,528	1,951
Amounts owed to group undertakings	2,463	3,219
Other taxation and social security	730	290
Other creditors	90	64
Accruals and deferred income	811	475
	<u>13,228</u>	<u>5,999</u>

Interest is charged at 3% on the amounts due to group undertakings and the balance is repayable on demand.

The bank loan is secured by fixed and floating charges over the Group's assets.

20. Deferred taxation

	2022	2021
	£000	£000
At beginning of year	122	122
Charged to profit or loss	326	-
At end of year	<u>448</u>	<u>122</u>

The deferred tax asset is made up as follows:

	2022	2021
	£000	£000
Unutilised capital allowances	(165)	116
Provisions	22	6
Tax losses carried forward	591	-
	<u>448</u>	<u>122</u>

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

21. Share capital

	2022	2021
	£000	£000
Allotted, called up and fully paid		
540,000 (2021 - 540,000) Ordinary shares of £1.00 each	540	540

22. Financial commitments, guarantees and contingent liabilities

The Company has guaranteed, via fixed and floating charges over the whole of its property, undertaking and assets, the bank borrowings of other companies in the CTDI Group. At 31 December 2022, the liability covered by this guarantee amounted to €37.7m (2021 - €48.7m).

23. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £415k (2021 - £365k). Contributions totalling £88k (2021 - £60k) were payable to the fund at the balance sheet date and are included in creditors.

24. Commitments under operating leases

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022	2021
	£000	£000
Not later than 1 year	533	538
Later than 1 year and not later than 5 years	2,202	2,128
Later than 5 years	913	1,469
	3,648	4,135

The amount of non-cancellable operating lease payment recognised as an expense during the year was £538k (2021 - £531k)

25. Reserves**Profit and loss account**

The profit and loss account reserve includes all current and prior period retained profit and losses.

CTDI GLENROTHES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

26. Related party transactions

As a wholly owned subsidiary, the Company has taken advantage of the exemption contained in Financial Reporting Standard 102 to not disclose transactions with wholly owned group companies.

The Company has paid rent of £690k (2021 - £594k) to a Company which is owned by the owners of Communications Test Design, Inc. As at 31 December 2022, the Company owe £105k (2021 - £1k) to CTDI Glenrothes Limited.

27. Controlling party

The Company's immediate parent is CTDI (Depot) Services Ltd, incorporated in England.

The largest group on which the results of the Company are consolidated is that headed by Communications Test Design, Inc. a company registered at 1373 Enterprise Drive, West Chester, PA 19380, United States of America. The consolidated financial statements of this group are not available to the public.

The smallest group on which they are consolidated is that headed by CTDI GmbH, a company registered at Stephanstr. 4-8, 76316 Malsch, Germany. The consolidated financial statements of this group may be obtained from the registered address of CTDI GmbH.

In the opinion of the directors there is no single controlling party of the ultimate parent company.