Legal Entity Identifier (LEI) No. 213800MDNBFVEQEN1G84

Triad Group Plc

AUDITED RESULTS FOR THE YEAR ENDED 31 MARCH 2019

(Company number: 2285049)

Triad Group Plc is pleased to announce its results for the year ended 31 March 2019.

The Board is proposing a final dividend of 2.0p per share. Subject to shareholder approval at the Annual General Meeting on 14 August 2019, the Company will pay the dividend on Friday 23 August 2019 to all shareholders on the register of members of the Company at the close of business on 2 August 2019. The ex-dividend date will be on 1 August 2019.

For further information, please contact:

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Strategic report

Financial highlights

- Revenue for the year ended 31 March 2019: £22.7m (2018: £27.8m)
- Profit before tax: £1.02m (2018: £1.67m)
- Earnings before interest, tax, depreciation and amortisation (EBITDA): £1.09m (2018: £1.75m)
- Profit after tax: £0.89m (2018: £1.62m)
- Gross profit as a percentage of revenue: 19.3% (2018: 17.0%)

Chairman's statement

Dr John Rigg

For the year ended 31 March 2019 the Group reports revenue of £22.7m (2018: £27.8m). Profit before tax has decreased to £1.02m (2018: £1.67m) and gross profit as a percentage of revenue has increased to 19.3% (2018: 17.0%). The Group's year end cash reserves have increased to £4.6m (2018: £3.8m).

Revenue has declined predominantly due to contractor numbers across two large private sector accounts (one low margin and one low day rate) reducing significantly during the year, a trend emerging towards the end of the previous financial year. The improvement in gross margin as a percentage of revenue to 19.3% (2018: 17.0%), reflects the Group's commitment to reduce low-margin contractor business, together with an increase in the ratio of permanent staff to contractors on our consultant-led engagements. The restoration of larger, higher margin, contracts, remains a primary objective for the Group.

The company has set ambitious targets in terms of recruitment of consultants. By the end of the year, we hope to double permanent consultant numbers with year on year increases after that. A number of these consultants will have work-winning responsibilities and it is likely we will need to recruit additional business development specialists to bolster the work-winning effort.

Whilst operating across the public, private and not-for-profit sectors, the public sector represents our major competitive environment at present. Whilst the company has fared extremely well via the Government frameworks, the competition has intensified. Competitions that would typically see 8-10 participants are now more likely to see 30-50 participants, with pricing a more significant factor. Our intention is not to reduce pricing dramatically, meaning that the quality of our responses elsewhere has to be even higher to win new work. Whilst we are seeing some very creditable performances in national competitions, we are conscious that further improvement is required to improve our winning ratio.

Whilst there have been instances of deferred investment decisions caused by the ongoing Brexit saga and resulting economic uncertainty, there has been no major impact to the programmes with which the Group is involved. The business remains exposed to the effect of large programmes terminating and their replacements taking time to build up the equivalent momentum. Recruitment is key to addressing this issue, making sure that there is sufficient capacity to build the next wave of income in advance of other work coming to an end.

Considering the headwinds which are being encountered by our business sector, I regard this as a very good performance by management and staff. I believe it is essential that we continue to focus on long term resilience and robustness, and maintain our strong cash performance.

I believe the fundamentals of the business are very robust. The low share price, combined with a low price-earnings ratio and a return to regular dividend payments makes the Group a high-yield proposition, currently 7%.

High Court Case

As described in my RNS statements of January and February of this year, in a recent High Court Hearing the Company and Directors successfully obtained default judgment in respect of a claim brought by the Company against a major shareholder. The full costs of the claim were also awarded to the Company.

Whilst we did our utmost to minimise the impact of this situation on the day-to-day running of the company it, without doubt, had a negative impact on our capacity to push the business forwards. We hope the outcome of the hearing has now removed the major cause of this distraction.

Dividend

In addition to the interim dividend paid during the year of 1.0p (2018: 0.5p), I am pleased to announce that the Directors have proposed a final dividend for the year ended 31 March 2019 of 2p per share (2018: 1.0p).

Outlook

There is no sign of the addressable market diminishing, nor our ability to serve it. We have exciting plans to seize this opportunity and to drive our gross margin and profit as we do so.

We recognise that there may be some lag as the increased capacity comes on stream, but we have the strength within the business to sustain this essential development phase.

Employees

On behalf of the Board I would like to thank all our staff for their hard work over the past year.

John Rigg
Executive Chairman
7 June 2019

Managing Director's statement
Adrian Leer

Whilst the year past was not without challenge, we witnessed some very creditable performances across a number of clients. Our multi-year engagement with Ministry of Justice continued, with two large teams providing support to the Crime Programme, one being a group of consultants responsible for providing all of the business analysis inputs to the programme. The other team provides production support services to the programme, enabling new releases to go into live production.

At Ofgem, we undertook a difficult engagement that involved launching a new digital service to support the ECO-3 legislation. The service went live on time, even though the legislation was signed off late on in the project.

At Department for Transport, we have been developing the new platform to support the management and reporting of Greenhouse Gases. This project has involved some exciting technological developments, including the use of containerisation strategies to improve ease of deployment. The team also made use of the Gov.uk service Notify and, indeed, made some improvements to it that are now part of the updated Notify service.

Our continued efforts in the public sector were recognised when, in January 2019, we were ranked fourth (in terms of spend) of all suppliers who have provided services under the digital services frameworks since their inception. (Source: Crown Commercial Services) We were successful in winning a place on the Data and Application Solutions Framework, on which we will promote our Microsoft credentials alongside our consulting capabilities. This framework contains only 80 suppliers across all lots, making it a much narrower competitive field than other frameworks.

At Dalcour Maclaren, our team has continued to develop the Connect platform into a state of the art scheme management system that supports DM and their clients.

Overall, utilisation levels for our consultants have been higher than for several years and the proportion of consultant-led assignments versus contractor-only assignments has increased.

Two of our contractor-only engagements reduced significantly during the year. Our global banking client has engaged on a programme to transfer contractor staff to permanent positions across its supplier base. Due to the length of service involved, many of our contractors transferred to permanent without any transfer fees being due. The client had cited concerns around the roll-out of the Off-Payroll legislation (IR35) to the private sector. This roll-out was subsequently postponed to the next financial year, see later. Another of our contractor-only clients experienced a significant downturn in demand for our GIS staff from their governmental client.

We continue to seek opportunities to extend the Group's service portfolio. Our management consultancy offering continues to strengthen enabling us to access opportunities at an earlier stage of their development and to earn fees that are reflective of the strategic contribution we make. There have been significant engagements during the year with Highways England, Ministry of Justice and a leading regional law firm. At the law firm, our team helped the IT leadership team to develop their digital strategy, a strategy which contains some sector-leading thinking.

We have been increasing our consultant headcount steadily across a number of disciplines including delivery management and business analysis. Our recruitment plans are ambitious, with an aim to grow our consultant headcount significantly over the next two years. This is an essential component of our strategy, enabling us to increase our work-winning capacity whilst also improving gross margin.

The Group has successfully delivered a number of improvements related to our marketing efforts, notably with the company web-site and an enhanced engagement programme using thought leadership to drive business development efforts. The Group will continue to build on its campaigns to engage with senior technology leaders within private sector organisations to raise the corporate profile and provide us with access to key decision makers.

The outlook for next year is positive yet challenging. We expect our involvement in existing long-term projects to continue and replicate this success in other public and private sector organisations. Work with a new client started in May to replace their legacy order management system. The client is one of the largest technology distributors in the UK and the project reflects our key strengths in creating new digital solutions within complex legacy environments.

With an average headcount for the year of just 56 staff, the Group has performed extremely well to produce these results. It is a great tribute to all of the staff and I thank them for their outstanding effort.

Adrian Leer
Managing Director
7 June 2019

Organisation overview

Triad Group Plc is engaged in the provision of IT consultancy, solutions and resourcing services to the public and private sectors.

Business model

The Group provides services to the public and private sectors in the provision of IT consultancy and solutions services, and IT resourcing (both contract and permanent). Typically, this entails the supply of our own permanent consultants, the supply of carefully chosen associates and contractors, or a combination of these.

The Group operates in the United Kingdom from offices in Godalming (registered office) and Milton Keynes.

Principal objectives

The principal objectives of the Group are to;

- Provide clients with industry leading service in our core skills.

- Achieve sustainable profitable growth across the business and increase long term shareholder value.

The key elements of our strategy to achieve our objectives are;

To provide a range of specialist services relevant to our clients' business

- Our services include consultancy, change leadership, project delivery, software development, mobility services and business insights. Further capacity and expertise is provided via our resourcing services.

- We continue to adopt a "business first, technology second" approach to solving our clients' problems. A cornerstone of our service offer is our consultancy model, offering advice and guidance to clients in terms of technology investments.

To develop long term client relationships across a broad client base

- Enduring client relationships fuel profitability. A hallmark of our recent improvements has been the frequency of repeat business, which itself has been a function of outstanding delivery and proactive business development within existing accounts.

- Our consistent track record in this regard is our major asset when developing propositions for new clients, along with the use of case studies and references.

- We have structured our service offering to enable clients to engage early, thus enabling the building of trust and confidence from the outset.

To work with partners

- Our strategy includes working with carefully chosen partners operating under their client frameworks in addition to the frameworks on which Triad is listed. This will expose more opportunities whilst reducing the cost of sale.

To leverage group capability and efficiency to increase profitability

- We continue to develop synergies across the Group's activities both externally and internally, driving better outcomes for clients whilst improving efficiency and effectiveness. The management team sets objectives to ensure that these synergies are exploited.
- We enable our clients to benefit from access to a full range of IT services, delivered through a single, easy to access, point of sale.

- We will continue to provide the highest quality of service to our customers through our teams of skilled consultants and market experts.

Principal risks and uncertainties

The Group's business involves risks and uncertainties, which the Board systematically manages through its planning and governance processes.

The Board has conducted a robust assessment of the principal risks facing the Group, examining the Group's operating environment, scanning for potential risks to the health and wellbeing of the organisation. The Directors factor into the business plan the likelihood and magnitude of risk in determining the achievability of the operational objectives. Where feasible, preventive and mitigating actions are developed for all principal risks.

Senior management review the risk register and track the status of these risk factors on an on-going basis, identifying any emerging risks as they appear.

The outputs of this management review form part of the Board's governance process, reviewed at regular Board meetings.

The principal risks identified are:

IT services market
The demand for IT services is affected by UK market conditions. This includes, for example, fluctuations in political and economic uncertainty, and the level of public sector spending. The creation of new services, acquisition of new clients and the development of new commercial vehicles is important in protecting the Group from fluctuations in market conditions.

Brexit
The political and economic uncertainty caused by Brexit has the potential to negatively affect the public sector market due to an impact on government spending plans and the cancellation or delay of IT projects. Conversely, opportunities exist for the Group to provide services to assist government departments in preparation for Brexit, and post-Brexit reality.

Revenue visibility
The pipeline of contracted orders for time and materials consultancy work can be relatively short. The Board carefully reviews forecasts to assess the level of risk arising from business that is forecast to be won.

Availability of staff
The ability to recruit and retain staff, and access to appropriately skilled resources are key to ensuring the ability to win and deliver IT services to our clients. The Group continues to recruit quality individuals, and ensures a resilient network of associate resources is maintained.

Competition
The Group operates in a highly competitive environment. The markets in which the Group operates are continually monitored to respond effectively to emerging opportunities and threats.

There are or may be other risks and uncertainties faced by the Group that the Directors currently deem immaterial, or of which they are unaware, that may have a material adverse impact on the Group.

The risk appetite of the Group is considered in light of the principal risks and their impact on the ability to meet its strategic objectives. The Board regularly reviews the risk appetite which is set to balance opportunities for business development and growth in areas of potentially higher risk, whilst maintaining reputation, regulatory compliance, and high levels of customer satisfaction.

Viability Statement

In accordance with the Listing Rules the Directors have assessed the Company's viability over the next five financial years.

This assessment of viability has been made with reference to the Group's current financial and operational positions, revenue projections, cash flows, availability of required finance, commercial opportunities and threats, and the Group's experience in managing adverse conditions in the past. The Company was founded in 1988 and has survived successfully since then.

The assessment also considered the impact of severe, yet plausible, scenarios based on the principal risks set out on page 6 above. In particular, the effect of an unexpected loss of the Group's largest client was considered in order to assess the financial impact on revenue visibility, staff utilisation and cash flow. Sensitivities around revenue growth, gross margins, and availability of funds to meet operational requirements were considered.

Based on this assessment the Directors have concluded that there is a reasonable expectation that the Company and Group will continue in operation and meet its liabilities as they fall due over the next five years.

Given the Group's business model and commercial and financial exposures the Directors consider that five years is an appropriate period for the assessment. The maximum period of visibility of commercial arrangements with clients is currently two years, however in considering the assessment period assumptions have been made beyond this immediate timeframe.

Performance assessment, financial review and outlook

Financial and non-financial key performance indicators (KPIs) used by the Board to monitor progress are revenue, profit from operations, EBITDA, gross margin and headcount. Financial KPIs are discussed in more detail in the Financial Review below. The outlook for the Group is discussed in the Chairman's statement on page 1.

The KPIs are as follows;

	2019	2018
Revenue	**£22,713,000**	£27,819,000
Profit from operations	**£1,019,000**	£1,679,000
Earnings before interest, tax, depreciation and amortisation (EBITDA)	**£1,090,000**	£1,745,000
Gross margin	**19.3%**	17.0%
Average headcount	**56**	58

Corporate social responsibility

Our employees

The Group is committed to equal opportunities and operates employment policies which are designed to attract, retain and motivate high quality staff, regardless of gender, age, race, religion or disability. The Group has a policy of supporting staff in long term career development.

The Group recognises the importance of having effective communication and consultation with, and of providing leadership to, all its employees. The Group promotes the involvement of its employees in understanding the aims and performance of the business.

The following table shows the average number of persons employed during the year, by gender, who were directors, senior managers or employees of the Company.

	Male	Female	Total
Directors	6	-	**6**
Senior managers	1	1	**2**
Employees	38	10	**48**
	45	**11**	**56**

Environment and greenhouse gas reporting

The Group is committed to ensuring that the actual and potential environmental impact of its activities is understood and managed effectively.

The annual quantity of Greenhouse Gas (GHG) Emissions for the period 1 April 2018 to 31 March 2019 in tonnes of carbon dioxide equivalents (tCO_2e) is shown in the table below.

	2019	2018
	tCO_2e*	tCO_2e*
Emission source:		
Combustion of fuel	**16**	19
Electricity and heat purchased for own use	**71**	117
Total	**87**	136
tCO_2e per £1m revenue	**3.8**	4.9

*The calculation of tCO_2e for each source has been prepared in accordance with DEFRA guidelines for GHG reporting.

Social, community and human rights issues

We do not report on social, community and human rights issues as the Group has no significant matters to report that would be required to understand the performance of the Group's business.

Financial review

Group performance

The Group reports the following results for the financial year ended 31 March 2019:

Group revenue has decreased to £22.7m (2018: £27.8m). This is further to a continued reduction in higher volume lower margin projects. Gross margin as a percentage of revenue has increased to 19.3% (2018: 17.0%) reflecting this reduction in lower margin projects together with higher levels of permanent consultant utilisation throughout the year.

The Group reports a decrease in profit from operations to £1.02m (2018: £1.68m). Earnings before interest, tax, depreciation and amortisation (EBITDA) is £1.09m (2018: £1.75m). The Group reports a profit after tax of £0.89m (2018: £1.62m).

Overheads

Administrative expenses for the year have increased to £3.36m (2018: £3.04m). The prior year figure included a reversal of a legal cost provision of £0.2m. Excluding the effect of this reversal, the net increase was mainly due to an increase in expenditure in marketing and lead generation activities of £0.1m.

Staff Costs

Total staff costs have increased to £4.6m (2018: £4.2m), see note 7. Whilst the total average headcount for the year has decreased to 56 (2018: 58), the average number of fee earning technical consultants employed has increased, resulting in higher salary and associated direct costs.

Cash

Cash and cash equivalents at 31 March 2019 increased to £4.6m (2018: £3.8m). There was a net cash inflow from operating activities of £1.3m (2018: £1.7m). The net cash outflow from financing activities was £0.28m (2018: outflow of £0.16m) which included dividend payments totalling £0.31m (2018: £0.16m) during the year, see note 9. The net cash outflow from investing activities was £0.15m (2018: £0.02m).

Fixed assets

Tangible assets were purchased totalling £0.13m (2018: £0.06m) predominantly relating to property refurbishment costs.

Net assets

The net asset position of the Group at 31 March 2019 was £5.8m (2018: £5.1m). The movements during the year are detailed on page 32.

Share options

355,000 options were exercised by directors and staff during the year (2018: 124,400). No options were granted during the year (2018: 660,000). An expense of £28,000 (2018: £1,878) has been recognised relating to options granted in September 2014 and March 2018.

New Standards

From 1 April 2018, the Group has adopted IFRS 15 ‘Revenue from Contracts with Customers’ and IFRS 9 ‘Financial Instruments’. Other than additional disclosure and presentational requirements required by these standards there was no material impact on the financial statements following adoption.

By order of the Board

Nick Burrows
Finance Director
7 June 2019

Directors' Report

The Directors present their Annual Report on the activities of the Group, together with the financial statements for the year ended 31 March 2019. The Board confirms that these, taken as a whole, are fair, balanced and understandable, and that they provide the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy, and that the narrative sections of the report are consistent with the financial statements and accurately reflect the Group's performance and financial position.

The Strategic Report provides information relating to the Group's activities, its business and strategy and the principal risks and uncertainties faced by the business, including analysis using financial and other KPIs where necessary. These sections, together with the Directors' Remuneration and Corporate Governance Reports, provide an overview of the Group, including environmental and employee matters and give an indication of future developments in the Group's business, so providing a balanced assessment of the Group's position and prospects, in accordance with the latest narrative reporting requirements. The Group's subsidiary undertakings are disclosed in the notes to the financial statements.

Corporate Governance disclosures required within the Directors' Report have been included within our Corporate Governance Report beginning on page 14.

Share capital and substantial shareholdings

Share capital

As at 31 March 2019, the Company's issued share capital comprised a single class of shares referred to as ordinary shares. Details of the ordinary share capital can be found in note 19 to these financial statements.

Voting rights

The Group's articles provide that on a show of hands at a general meeting of the Company every member who (being an individual) is present in person and entitled to vote shall have one vote and on a poll, every member who is present in person or by proxy shall have one vote for every share held. The notice of the Annual General Meeting specifies deadlines for exercising voting rights and appointing a proxy or proxies to vote in relation to resolutions to be passed at the Annual General Meeting.

Transfer of shares

There are no restrictions on the transfer of ordinary shares in the Company other than as contained in the Articles:

- The Board may, in its absolute discretion, and without giving any reason for its decision, refuse to register any transfer of a share which is not fully paid up (but not so as to prevent dealing in listed shares from taking place) and on which the Company has a lien. The Board may also refuse to register any transfer unless it is in respect of only one class of shares, in favour of no more than four transferees, lodged at the Registered office, or such other place as the Board may decide, for registration, accompanied by a certificate for the shares to be transferred (except where the shares are registered in the name of a market nominee and no certificate has been issued for them) and such other evidence as the Board may reasonably require to prove the title of the intending transferor or his right to transfer the shares.

Certain restrictions may from time to time be imposed by laws and regulations, for example:

- Insider trading laws; and
- Whereby certain employees of the Group require the approval of the Company to deal in the Company's ordinary shares.

Appointment and replacement of directors

The Board may appoint Directors. Any Directors so appointed shall retire from office at the next Annual General Meeting of the Company, but shall then be eligible for re-appointment.

The current Articles require that at the Annual General Meeting one third of the Directors shall retire from office but shall be eligible for re-appointment. The Directors to retire by rotation at each Annual General Meeting shall include any Director who wishes to retire and not offer himself for re-election and otherwise shall be the Directors who, at the date of the meeting, have been longest in office since their last appointment or re-appointment.

A Director may be removed from office by the service of a notice to that effect signed by at least three quarters of all the other Directors.

Amendment of the Company's Articles of Association

The Company's Articles may only be amended by a special resolution passed at a general meeting of shareholders.

Substantial shareholdings

As at 31 March 2019, since the date of the last annual report in June 2018, the Company had received the following notification relating to interests in the Company's issued share capital, as required under the Disclosure and Transparency Rules (DTR 5) when a notifiable threshold is crossed.

	% of total voting rights
P Atkinson	0.0%*

* Notification was received informing the Company of a reduction in holding to 0%, from above the notifiable threshold.

As at 7 June 2019, no notifications have been received since the year-end.

Dividends

The Directors are proposing a final dividend of 2p per ordinary share (2018: 1p). This dividend has not been accrued in the statements of financial position.

Financial instruments

The Board reviews and agrees policies for managing financial risk. These policies, together with an analysis of the Group's exposure to financial risks are summarised in note 3 of these financial statements.

Research and development activity

Research and development activities are undertaken with the prospect of gaining new technical knowledge and understanding, and developing new software.

Directors' interests in contracts

Directors' interests in contracts are shown in note 22 to the accounts.

Directors' insurance and indemnities

The Company maintains directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its directors and officers. The Directors also have the benefit of the indemnity provisions contained in the Company's Articles of Association. These provisions, which are qualifying third-party indemnity provisions as defined by Section 236 of the Companies Act 2006, were in force throughout the year and are currently in force.

Disclosure of information to auditor

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditor for the purposes of their audit and to establish that the auditor is aware of that information. The Directors are not aware of any relevant audit information of which the auditor is unaware.

Forward-looking statements

The Strategic Report contains forward-looking statements. Due to the inherent uncertainties, including both economic and business risk factors, underlying such forward-looking information, the actual results of operations, financial position and liquidity may differ materially from those expressed or implied by these forward-looking statements.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Strategic Report, and in note 17 to the financial statements. In addition, note 3 to the financial statements includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities, and its exposure to credit risk and liquidity risk. As highlighted in note 17 to the financial statements, the Group meets its day to day working capital requirements through cash reserves and an invoice finance facility (which is currently unutilised).

The Group's projections, taking account of reasonable possible changes in trading performance, show that the Group should be able to operate within the level of its current facility. The facility may be terminated by either party with one month's written notice. The Board receives regular cash flow and working capital projections to enable it to monitor its available headroom under this facility. These projections indicate that the Group expects to have sufficient resources to meet its reasonably expected obligations. The bank has not drawn to the attention of the Group any matters to suggest that this facility will not be continued on acceptable terms.

Further information in relation to the Directors' consideration of the going concern position of the Company is contained in the Viability Statement on page 7.

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Auditor

BDO LLP have indicated their willingness to continue in office. Accordingly, a resolution to reappoint BDO LLP as auditors of the Company will be proposed at the next Annual General Meeting.

Environment and greenhouse gas reporting

Carbon dioxide emissions data is contained in the Corporate Social Responsibility section of the Strategic Report.

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group financial statements and have elected to prepare the Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 Company and of the profit or loss for the Group and Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- prepare a Directors' Report, Strategic Report and Director's Remuneration Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation. 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.

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

The Directors confirm to the best of their knowledge:

- The Group financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Group.
- The annual report includes a fair review of the development and performance of the business and the financial position of the Group and the Parent Company, together with the description of the principal risks and uncertainties that they face.

By order of the Board

Nick Burrows
Company Secretary
7 June 2019

Corporate governance report

The Board has considered the principles and provisions of the UK Corporate Governance Code 2016 ("the Code") applicable for this financial period. The following statement sets out the Group's application of the principles of the Code and the extent of compliance with the Code's provisions, made in accordance with the requirements of the Listing Rules.

The Board

The Directors who held office during the financial year were:

Executive Directors

John Rigg, Chairman

Adrian Leer, Managing Director

Nick Burrows, Finance Director

Independent non-executive Directors

Alistair Fulton, senior independent non-executive Director

Steven Sanderson

Chris Duckworth

John Rigg is Chairman. He is a Chartered Accountant. He was a founder of Marcol Group Plc and was its Managing Director from 1983 until 1988. Marcol was floated on the Unlisted Securities Market in 1987. He was Chairman of Vega Group plc from 1989 until 1996, holding the post of Chief Executive for much of this period. Vega floated on the main market in 1992. He was a founder shareholder of Triad and served as the Chairman of the Company from 1988 up to just before its flotation in 1996, when he resigned to develop new business interests overseas. He was appointed as non-executive Chairman in June 1999: in May 2004 he became part-time executive Chairman. Between 4 February 2005 and 5 September 2007 John was acting Group Chief Executive.

Adrian Leer is Managing Director. He was appointed to the Board on 3 March 2015. He initially joined Triad in 2009 in a consultative capacity, providing advice to the business regarding its fledgling geospatial product, Zubed, and helping to secure significant wins with major clients. In 2010, he became General Manager of Zubed Geospatial. Adrian became Commercial Director of Triad Consulting & Solutions in 2012.

Nick Burrows is the Finance Director. He is a Chartered Accountant who joined Triad in 2001 as Financial Controller of the Consulting & Solutions business. He was appointed Company Secretary in 2008 and executive Finance Director in October 2009.

Alistair Fulton is a non-executive Director. He is a Chartered Engineer and member of the British Computer Society. He was the founding Managing Director of Triad. He continued in this role until February 1997 when he became non-executive Chairman, a position he retained until June 1999, when he took up his present position.

Steven Sanderson is a non-executive Director. He is a Chartered Accountant. He was appointed non-executive Director in January 2007. He has extensive experience at executive director level in the IT services and telecommunications sectors. His background includes public flotations, plc directorship, fund raising, acquisition and disposal activities.

Chris Duckworth was appointed on 1 July 2017 as a non-executive Director. He has held numerous positions within public and private companies as Finance Director, Managing Director, Non-Executive

Director and Chairman. He was a founding shareholder and from 1989 to 1994 was Finance Director of Triad where he remained as a Non-Executive Director until 1999. From 1989 to 1994 he was Finance Director of Vega Group PLC after which he served as a Non-Executive Director until 1997. He was a founding shareholder and Chairman of Telecity PLC in May 1998 and subsequently acted as a Non-Executive Director until August 2001.

The Board exercise full and effective control of the Group and has a formal schedule of matters specifically reserved to it for decision, including responsibility for formulating, reviewing and approving Group strategy, budgets and major items of capital expenditure.

Regularly the Board will consider and discuss matters that include, but are not limited to:

- Strategy;
- Financial performance and forecast;
- Human resources; and
- City and compliance matters.

The Executive Chairman, John Rigg, is responsible for the leadership and efficient operation of the Board. This entails ensuring that Board meetings are held in an open manner, and allow sufficient time for agenda points to be discussed. It also entails the regular appraisal of each director, providing feedback and reviewing any training or development needs.

The Board meets regularly with senior management to discuss operational matters. The Non-Executive Directors must satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust. Following presentations by senior management and a disciplined process of review and challenge by the Board, clear decisions on the policy or strategy are adopted. The responsibility for implementing Board decisions is delegated to management on a structured basis and monitored at subsequent meetings.

During the period under review, and to date, the Executive Chairman has not held any significant commitments outside the Group.

Alistair Fulton is the nominated senior independent non-executive Director. Steven Sanderson and Chris Duckworth are non-executive Directors. All have long-standing industry experience in both executive and non-executive roles and are free from any business or other relationship that could materially interfere with the exercise of their independent judgement. The Board benefits from their experience and independence, when they bring their judgement to Board decisions. The Board considers that all continue to remain independent for the reasons stated above.

The Group has a procedure for Directors to take independent professional advice in connection with the affairs of the Group and the discharge of their duties as Directors.

The Board has an Audit Committee, comprised of the Executive Chairman John Rigg, and the independent non-executive Directors, Alistair Fulton and Steven Sanderson. The Committee is chaired by Alistair Fulton.

The Board has a Remuneration Committee, comprised of the Executive Chairman John Rigg, and the independent non-executive Directors, Alistair Fulton and Steven Sanderson. The Committee is chaired by Alistair Fulton.

The following table shows the attendance of Directors at scheduled meetings of the Board and Audit and Remuneration Committees during the year ended 31 March 2019 and shows that the Board are able to allocate sufficient time to the company to discharge their responsibilities effectively.

	Board	Audit Committee	Remuneration Committee
Number of meetings held	11	1	2
Number of meetings attended			
Executive Directors:			
John Rigg (Chairman)	10	1	2
Nick Burrows	11	-	-
Adrian Leer	11	-	-
Non-executive Directors:			
Alistair Fulton	11	1	2
Steven Sanderson	10	1	2
Chris Duckworth	11	-	-

Audit Committee

The members of the Audit Committee are shown above.

The Board believe that John Rigg and Steven Sanderson, both Chartered Accountants with broad experience of the IT industry, and Alistair Fulton, who has been a Director of companies in the IT sector for over 30 years, have recent and relevant financial experience, as required by the Code.

The Audit Committee is responsible for reviewing the Group's annual and interim financial statements and other announcements. It is also responsible for reviewing the Group's internal financial controls and its internal control and risk management systems. It considers the appointment and fees of the external auditor, and discusses the audit scope and findings arising from audits. The Committee is also responsible for assessing the Group's need for an internal audit function.

Consideration of significant issues in relation to the financial statements

The Audit Committee have considered the following significant issues in relation to the preparation of these financial statements;

Revenue recognition: The Committee has considered revenue recognised in projects during, and active at the end of, the financial year to ensure revenue has been recognised correctly.

Going concern: The Committee has reviewed budgets and cash flow projections against borrowing facilities available to the Group to ensure the going concern basis of preparation of the results remains appropriate.

Meetings with auditor and senior finance team

Members of the Audit Committee met with the senior finance team in advance of their meeting with the auditor, prior to commencement of the year-end audit to discuss;

- Audit scope, strategy and objectives
- Key audit and accounting matters
- Independence and audit fee

A meeting was held following completion of the audit with the senior finance team and the auditor to assess the effectiveness of the audit and discuss audit findings.

Effectiveness of external audit process

The Committee conducts an annual review of the effectiveness of the annual report process. Inputs into the review include feedback from the finance team, planning and scope of the audit process and identification of risk, the execution of the audit, communication by the auditor with the Committee, how the audit adds value and a review of auditor independence and objectivity. Feedback is provided to the external auditor and management by the Committee, with any actions reviewed by the Committee.

Auditor independence and objectivity

The Committee has procedures in place to ensure that independence and objectivity is not impaired. These include restrictions on the types of services which the external auditor can provide, in line with the FRC Ethical Standards on Auditing. The external auditor has safeguards in place to ensure that objectivity and independence is maintained and the Committee regularly reviews independence taking into consideration relevant UK professional and regulatory requirements. The external auditor is required to rotate the audit partner responsible for the Group audit every five years.

Non-audit fees

During the year the Group did not engage its auditor for any non-audit work.

The Committee is responsible for reviewing any non-audit work to ensure it is permissible under EU audit regulations and that fees charged are justified, thus ensuring auditor independence is preserved.

Appointment of external auditor

BDO LLP was reappointed external auditor in 2017 following a tendering process.

BDO LLP has confirmed to the Committee that they remain independent and have maintained internal safeguards to ensure that the objectivity of the engagement partner and audit staff is not impaired.

Internal audit

The Audit Committee has considered the need for a separate internal audit function this year but does not consider it appropriate in view of the size of the Group. The Group is certified to ISO 9001: 2015.

Internal controls and risk management

The Board has applied the internal control and risk management provisions of the Code by establishing a continuous process for identifying, evaluating and managing the significant risks faced by the Group. The Board regularly reviews the process, which has been in place from the start of the year to the date of approval of this report and which is in accordance with FRC guidance on risk management, internal control and related financial and business reporting. The Board is responsible for the Group's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against misstatement or loss.

In compliance with the Code, the Audit Committee regularly reviews the effectiveness of the Group's systems of internal financial control and risk management. The Board’s monitoring covers all controls, including financial, operational and compliance controls and risk management. It is based principally on reviewing reports from management to consider whether significant weaknesses and risks are effectively managed and, if applicable, considering the need for more extensive monitoring.

The Board has also performed a specific assessment for the purpose of this annual report. This assessment considers all significant aspects of internal control and risk management arising during the period covered by the report.

The key elements of the internal control and risk management systems are described below:

- Clearly documented procedures contained in a series of manuals covering Group operations and management, which are subject to internal project audit and external audit as well as regular Board review.

- An appropriate budgeting process where the business prepares budgets for the coming year, which are approved by the Board.

- Close involvement in the day-to-day management of the business by the executive Directors.

- Regular meetings between the executive Chairman, executive Director and senior managers to discuss and monitor potential risks to the business, and to implement mitigation plans to address them.

Remuneration Committee

The Remuneration Committee is responsible for setting remuneration for executive directors and the Chairman in accordance with the remuneration policy below. In addition, the Committee is responsible for recommending and monitoring the level and structure of remuneration for senior management.

The Group's Remuneration Committee is authorised to take appropriate counsel to enable it to discharge its duty to make recommendations to the Board in respect of all aspects of the remuneration package of Directors.

The Directors Remuneration Report can be found on page 20.

Whistleblowing

Staff may contact the senior independent non-executive Director, in confidence, to raise genuine concerns of possible improprieties in financial reporting or other matters.

Directors' training

Any new Board members are made fully aware of their duties and responsibilities as Directors of listed companies, and are supported in understanding and applying these by established and more experienced Directors. Further training is available for any Director at the Group's expense should the Board consider it appropriate in the interests of the Group.

Relations with shareholders

Substantial time and effort is spent by Board members on meetings with and presentations to existing and prospective investors. The views of shareholders derived from such meetings are disseminated by the Chairman to other Board members.

Private shareholders are invited to attend and participate at the Annual General Meeting.

Terms of reference

The terms of reference of the Audit and Remuneration Committees are available on request from the Company Secretary.

Statement of compliance

The Board considers that it has been compliant with the provisions of the Code for the whole of the period, except as detailed below:

A.2.1	*The roles of chairman and chief executive should not be exercised by the same individual*. John Rigg is the Executive Chairman. Adrian Leer is Managing Director. The Board currently has no plans to recruit a Chief Executive Officer as it considers that the duties are being satisfactorily covered by members of the Executive Board and the Group's senior management.
B.2.1/2.4	*There should be a nominations committee which should lead the process for board appointments and make recommendations to the board.* The Board considers that because of its size, the whole Board should be involved in Board appointments.
B.6	*The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors*. There is a process of continuous informal evaluation, due to the small size of the Board.
B.2.3	*Non-executive directors should be appointed for specified terms subject to re-election*. Although not appointed for fixed terms, Non-executive Directors are subject to re-election in accordance with the Company's Articles of Association at the Annual General Meeting. Their contracts are subject to a notice period that does not exceed one month.
B.7.1	*Non-executive directors who have served longer than nine years should be subject to annual re-election.* The Board consider that because of its size, re-election by rotation in accordance with the Company's Articles of Association at the Annual General Meeting is sufficient.

By order of the Board

Nick Burrows
Company Secretary
7 June 2019

Directors' Remuneration report

On the following pages we set out the Remuneration Report for the year ended 31 March 2019. The members of the Remuneration Committee are shown in the Corporate Governance Report on page 14.

This report has been prepared in accordance with the Companies Act 2006 and is split into two sections as follows;

1. The Directors' remuneration policy.
2. The Annual report on remuneration. This will be subject to an advisory shareholder vote at this years' Annual General Meeting.

No major decisions or changes were made to Directors' remuneration during the year.

Directors' remuneration policy

The remuneration policy sets out the framework within which the Company remunerates its Directors. The Company's remuneration policy was put to a shareholder vote at the 2018 Annual General Meeting of the Company and was approved by 83.36% of shareholders. The remuneration policy will be put to a shareholder vote every three years unless any changes to the policy are proposed before then.

Policy table – executive Directors

Element	Relevance to short and long term strategic objectives	Operation	Maximum payable	Performance metrics
Base salary	Reflects the individual's skills, responsibilities and experience. Supports the recruitment and retention of Executive Directors.	Reviewed annually taking into consideration individual and companywide performance and the wider employee pay review.	Ordinarily, salary increases will be in line with average increases awarded to other employees in the Company.	None, although individual performance is considered when setting salary levels.
Benefits in kind	Protects the well-being of directors and provides fair and reasonable market competitive benefits.	Benefits in kind include company cars or allowances, private medical insurance, life cover and permanent health insurance. Benefits are reviewed periodically.	Benefits are set at a level considered to be appropriate taking into account individual circumstances	None.
Pension	Provides competitive post-retirement benefits to support the recruitment and retention of Executive Directors.	The Company pays contributions into a personal pension scheme or cash alternative.	The Company matches individual contributions up to a maximum of 5%.	None.
Share option scheme	Encourages share ownership amongst employees and aligns their interests with the shareholders.	The Company operates an EMI share option scheme. Discretionary awards are made in accordance with the scheme rules.	The potential value of options held rises as the Company's share price increases.	Specific performance criteria are specified at the time of awarding the share options to ensure alignment with the interests of shareholders.

The award of share options is at the discretion of the Remuneration Committee: there is no scheme providing entitlement to share options, and there is no long-term incentive scheme. The Group does not believe that performance related bonuses are appropriate at the present time. The executive Directors' existing interests in shares and share options are expected to align their interests with those of shareholders.

Policy table – non-executive Directors

Element	Relevance to short and long term strategic objectives	Operation	Maximum payable	Performance metrics
Fees	Competitive fees to attract experienced directors.	Reviewed annually.	In general, the level of fee increase for the non-executive directors will be set taking account of any change in responsibility.	Not applicable.

The remuneration of the non-executive Directors is agreed by the Board. However, no Director is involved in deciding their own remuneration.

Approach to recruitment remuneration

The Group's remuneration policy is to provide remuneration packages which secure and retain management of the highest quality. Therefore, when determining the remuneration packages of new executive Directors, the Remuneration Committee will structure a package in accordance with the general policy for executive Directors as shown above. In doing so the Committee will consider a number of factors including:

- the salaries and benefits available to executive Directors of comparable companies;
- the need to ensure executive Directors' commitment to the continued success of the Group;
- the experience of each executive Director; and
- the nature and complexity of the work of each executive Director.

Directors' service contracts and policy

The details of the Directors' contracts are summarised as follows:

	Date of contract	Notice period
J C Rigg	01/07/1999	1 month
A M Fulton	19/02/1997	1 month
S M Sanderson	01/01/2007	1 month
N E Burrows	03/03/2015	6 months
A Leer	03/03/2015	6 months
C J Duckworth	01/07/2017	1 month

All contracts are for an indefinite period. No contract has any provision for the payment of compensation upon the termination of that contract.

Illustrations of application of remuneration policy

As there are currently no performance related or variable elements of executive Director remuneration it is not appropriate to prepare illustrations required under the legislation.

Policy on payment for loss of office

It is the Group's policy in relation to Directors' contracts that:

- executive Directors should have contracts with an indefinite term providing for a maximum of six months' notice by either party.
- non-executive Directors should have terms of engagement for an indefinite term providing for one month notice by either party.
- there is no provision for termination payments to Directors.

Consideration of employment conditions elsewhere in the Group

In setting the executive Directors' remuneration, the Committee takes into account the pay and employment conditions applicable across the Group in the reported period. No consultation has been held with employees in respect of executive Directors' remuneration.

Consideration of shareholders views

The policy is unchanged from the previous year as endorsed by the unanimous vote in favour of the approval of the Directors' Remuneration Report at the Annual General Meeting in September 2018.

Annual report on remuneration (audited)

Directors' remuneration - single total figure of remuneration

The remuneration of each of the Directors for the period they served as a Director are set out below:

			2019		
Director	Basic salary and fees	Benefits in kind	Pension	Other*	**Total**
	£'000	£'000	£'000	£'000	**£'000**
Executive					
J C Rigg	60	-	-	-	**60**
N E Burrows	122	12	20	-	**154**
A Leer	167	15	17	35	**234**
Non-executive					
A M Fulton	35	-	-	-	**35**
S M Sanderson	35	-	-	-	**35**
C J Duckworth	35	-	-	-	**35**

* This represents a discretionary one-off bonus.

	2018				
Director	Basic salary and fees	Benefits in kind	Pension	Share options	**Total**
	£'000	£'000	£'000	£'000	**£'000**
Executive					
J C Rigg	60	-	-	-	**60**
N E Burrows	114	13	19	13*	**159**
A Leer	146	12	9	26*	**193**
Non-executive					
A M Fulton	43	-	-	-	**43**
S M Sanderson	35	-	-	-	**35**
C J Duckworth (appointed 1/7/17)	29	-	-	-	**29**

* This represents the value of share options that vested on 18 September 2017, calculated as the number of options that vested multiplied by difference between the market price of the shares as at the vesting date (62.5p) and the exercise price (11.0p).

Benefits in kind include the provision of company car and medical insurance.

Pension includes a 5% employer contribution together with contributions made under an employee salary sacrifice scheme.

Other than vesting conditions in relation to outstanding share options (see note 20), no performance measures or targets were in place for either the year ended 31 March 2019, or any prior financial year, upon which any variable pay elements could become payable during the year.

Two Directors are members of a money purchase scheme into which the Group contributed during the year.

Payments to past Directors

There were no payments to past Directors during the year.

Payment for loss of office

There were no payments for loss of office during the year.

Directors' interests in shares

The Directors who held office at the end of the financial year had the following beneficial interests in the ordinary shares of the Company. No change has occurred between the year end and the date of this report.

	1 April 2018	31 March 2019
A M Fulton	354,100	354,100
J C Rigg	4,509,400	4,509,400
S M Sanderson	104,089	104,089
N E Burrows	9,893	14,893
A Leer	5,379	155,379
C J Duckworth	13,379	13,379

Directors' share options

The interests of executive Directors in share options were as follows:

	At beginning of year	Granted during year	Exercised during year	At end of year	Exercise price	Exercise period
N E Burrows:						
granted 07.08.08	5,000	-	(5,000)	-	14.0p	07.08.11 to 07.08.18
granted 23.09.11	100,000	-	-	100,000	13.5p	23.09.14 to 23.09.21
granted 18.09.14	25,000	-	-	25,000	11.0p	18.09.17 to 18.09.24
granted 09.03.18	75,000	-	-	75,000	53.5p	09.03.21 to 09.03.28
A Leer:						
granted 23.09.11	50,000	-	(50,000)	-	13.5p	23.09.14 to 23.09.21
granted 18.09.14	100,000	-	(100,000)	-	11.0p	18.09.17 to 18.09.24
granted 09.03.18	150,000	-	-	150,000	53.5p	09.03.21 to 09.03.28
	505,000	**-**	**(155,000)**	**350,000**		

125,000 share options were exercisable at the end of the year (2018: 280,000).

During the year, A Leer exercised share options over a total of 150,000 shares at a nominal gain of £35,500, and N E Burrows exercised share options over a total of 5,000 shares at a nominal gain of £2,800.

Share options are exercisable provided that the relevant performance requirement has been satisfied.

For options granted on 9 March 2018: 100% of the shares granted under an Option will vest if the Company's share price at 31 March 2021 has increased by 30% or more from the share price as at the date of grant. 50% of shares granted under an Option will vest if the Company's share price at 31 March 2021 has increased by 15% from the share price as at the date of grant. Between these upper and lower thresholds, awards vest on a straight-line basis.

For all other options: In any financial year commencing at least one year after the date of grant, the Company shall have achieved a positive basic earnings per share (subject to adjustment to exclude identified exceptional items), as reported in its audited annual accounts.

The total share based payment expense recognised in the year in respect of Directors' share options is £11,821 (2018: £756).

The market price of the Company's shares was 39p at 31 March 2019 and the range during the year was between 34.5p and 78.5p.

Annual Report on Remuneration (Unaudited)

Performance graph

The following graph shows the Group's performance, measured by total shareholder return, compared with the performance of the FTSE Fledgling Index ("FTSEFI") also measured by total shareholder return ("TSR"). The FTSEFI has been selected for this comparison because it is an index of companies with similar current market capitalisation to Triad Group Plc.

Chief executive remuneration

For the financial year ended 31 March 2019 the salary of the Executive Chairman was £60,000 (2018: £60,000). Employee salaries increased, on average, by 4% in the year.

Relative importance of spend on pay

The total dividends or other cash distributions to shareholders during the year was £316,300 (2018: £155,258), see note 9. The total employee remuneration (including directors) during the year was £4.567m (2018: £4.228m).

Consideration of matters related to directors' remuneration

During the financial year, the remuneration committee met twice to consider Directors' remuneration. No external advice was sought in relation to matters discussed at these meetings.

Statement of voting at last general meeting

At the last annual general meeting the Directors' Remuneration Report was approved with 83.16% of votes cast in favour of the resolution with 7,000 votes withheld. The Directors Remuneration Policy was approved with 83.36% of votes cast in favour of the resolution with 7,000 votes withheld.

Alistair Fulton
Chairman, Remuneration Committee
7 June 2019

Independent auditor's report to the members of Triad Group Plc

Opinion

We have audited the financial statements of Triad Group Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2019 which comprise the statements of comprehensive income and expense, the statements of changes in equity, the statements of financial position, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the Parent Company financial statements.

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 2019 and of the Group's and the Parent Company's profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006; and, as regards the Group financial statements, Article 4 of the IAS Regulation.

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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and the 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 as applied to listed public interest entities, 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 principal risks, going concern and viability statement

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report set out on page 6 that describe the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation set out on page 6 in the annual report that they have carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity;
- the directors' statement set out on page 12 in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the Group and the Parent Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation set out on page 12 in the annual report as to how they have assessed the prospects of the Group, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

As detailed in note 1, revenue is recognised predominantly on a time and materials basis, and the basis of revenue recognition has remained consistent on the transition to IFRS 15. Agreements to place a number of consultants for a period of time are agreed with customers. Revenue is then recognised based on the timesheets recorded and approved, either internally or externally, and a charge is based on an agreed hourly rate as per the agreement.

We considered there to be a significant risk over the completeness and existence of revenue due to missing or late timesheets or contractor invoices and through manual postings to revenue in the financial close process.

How we addressed the key matter in our audit

We tested the controls over the approval of timesheets and the recognition of these invoices in the accounting system.

We performed a test on a sample basis over the revenue postings around the year end and post year end, agreeing the posting to supporting documentation, ensuring correct treatment of the balance. We also completed a test on a sample basis over the contractor costs incurred around the year end, agreeing them to supporting documentation and ensuring that the revenue associated with these has been recorded in the correct period.

We performed a test on a sample basis over the revenue postings throughout the year, agreeing the posting to supporting documentation, ensuring correct treatment of the balance.

We tested a sample of manual journal postings to revenue, agreeing the posting to supporting documentation.

We tested a sample of year end accrued and deferred income balances and agreed them through to supporting documentation.

Further to this, we selected a sample of contracts for services provided in the year and agreed the revenue recognised against the policy stipulated in the contract to check the revenue recognition was appropriate. We tested the sample of contracts and the associated revenue to supporting documentation to check that the revenue was correctly recognised.

In respect of the first year adoption of IFRS 15, we have obtained and examined the director's assessment of the accounting standard and are satisfied that there is no material change in the basis of revenue recognition.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take into account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

The materiality for the Group financial statements as a whole was set at £114,000 (2018 £278,000). This was determined with reference to a benchmark of revenue of which it represents 0.5%. We consider revenue to be the most appropriate benchmark as it is one of the principal considerations for users of the financial statements in assessing the financial performance and development of the Group.

In determining the performance materiality in both the current and prior year, we based our assessment on a level of 70% of materiality. In setting the level of performance materiality we considered a number of factors including the expected total value of known and likely misstatements (based on past experience and other factors), the amount of areas of estimation within the financial statements and the type of audit testing to be completed.

The materiality threshold is the same for the Group and Company as the rest of the entities within the Group are dormant and do not require a statutory audit. The reporting threshold to those charged with governance was set at £2,280 (2018 £6,000) which is 2% of the materiality threshold. We also agreed to report differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The Group financial statements are a consolidation of six companies made up of one trading Company (the Parent Company) which provides consultancy and development services and five dormant companies. In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed on each Company. The Group operates solely in the United Kingdom. Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements at the Group and Parent Company level.

Based on our assessment we performed an audit of the complete financial information of the Parent Company as the only trading Company.

In our audit, we tested and examined information, using sampling and other auditing techniques, to the extent we considered necessary to provide a reasonable basis for us to draw conclusions. Our audit evidence was largely obtained through substantive procedures.

Our audit aimed to detect non compliance with relevant laws and regulations that could lead to a material error arising in the Group financial statements as well as the susceptibility of the Group to fraud. We obtained an understanding of the regulatory and legal framework of the industry that the Group operate in.

We completed audit procedures across the Group to respond to the risk of an error arising in the specific areas in relation but not limited to compliance with the Companies Act 2006, the UK listing rules and UK tax legislation. The procedures included the investigation of potential non compliance with laws and regulations, review of the communications with the regulatory bodies and a reconciliation of the financial statement disclosures to the requirements.

We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material

misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.
We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- Fair, balanced and understandable set out on page 10 - the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- Audit Committee reporting set out on page 16
- Directors' statement of compliance with the UK Corporate Governance Code set out on page 19 – the parts of the directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with 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 Group and Parent 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 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 and the part of the directors' remuneration report to be audited 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 12, 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.

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 auditor’s report.

Other matters which we are required to address

Following the recommendation of the Audit Committee, we were appointed by the directors to audit the financial statements for the year ending 31 March 2006 and subsequent financial periods. We successfully retendered for the audit of the financial statements for the year ended 31 March 2018, and we were reappointed as auditors in respect of the year ended 31 March 2019 by the Members. The period of total uninterrupted engagement is 14 years, covering the years ending 31 March 2006 to 31 March 2019.

The non-audit services prohibited by the FRC’s Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting our audit.

Our audit opinion is consistent with the additional report to the Audit Committee.

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company’s members as a body, for our audit work, for this report, or for the opinions we have formed.

James Fearon (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
7 June 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statements of comprehensive income and expense
for the year ended 31 March 2019

Group and Company	Note	**2019** **£'000**	2018 £'000
Revenue	4	**22,713**	27,819
Cost of sales		**(18,337)**	(23,095)
Gross profit		**4,376**	4,724
Administrative expenses		**(3,357)**	(3,045)
Profit from operations	5	**1,019**	1,679
Finance expense	6	**(2)**	(17)
Profit before tax		**1,017**	1,662
Tax charge	8	**(132)**	(38)
Profit for the year and total comprehensive income attributable to equity holders of the parent		**885**	1,624
Basic earnings per share	10	**5.60p**	10.45p
Diluted earnings per share	10	**5.44p**	10.02p

All amounts relate to continuing activities.

Statements of changes in equity
for the year ended 31 March 2019

Group

	Share Capital £'000	Share premium account £'000	Capital redemption reserve £'000	Retained earnings £'000	Total £'000
At 1 April 2017	155	605	104	2,775	3,639
Profit for the year and total comprehensive income	-	-	-	1,624	1,624
Dividend paid	-	-	-	(155)	(155)
Ordinary shares issued	1	14	-	-	15
Share-based payments	-	-	-	2	2
At 1 April 2018	156	619	104	4,246	5,125
Profit for the year and total comprehensive income	-	-	-	885	885
Dividend paid	-	-	-	(316)	(316)
Ordinary shares issued	4	40	-	-	44
Share-based payments	-	-	-	28	28
At 31 March 2019	**160**	**659**	**104**	**4,843**	**5,766**

Company

	Share Capital £'000	Share premium account £'000	Capital redemption reserve £'000	Retained earnings £'000	Total £'000
At 1 April 2017	155	605	104	2,770	3,634
Profit for the year and total comprehensive income	-	-	-	1,624	1,624
Dividend paid	-	-	-	(155)	(155)
Ordinary shares issued	1	14	-	-	15
Share-based payments	-	-	-	2	2
At 1 April 2018	156	619	104	4,241	5,120
Profit for the year and total comprehensive income	-	-	-	885	885
Dividend paid	-	-	-	(316)	(316)
Ordinary shares issued	4	40	-	-	44
Share-based payments	-	-	-	28	28
At 31 March 2019	**160**	**659**	**104**	**4,838**	**5,761**

Share capital represents the amount subscribed for share capital at nominal value.

The share premium account represents the amount subscribed for share capital in excess of the nominal value.

The capital redemption reserve represents the nominal value of the purchase and cancellation of its own shares by the Company in 2002.

Retained earnings represents the cumulative net gains and losses recognised in the statement of comprehensive income and expense.

Statements of financial position
at 31 March 2019

Registered number: 2285049

	Note	Group **2019 £'000**	Group 2018 £'000 *Restated*	Company **2019 £'000**	Company 2018 £'000 *Restated*
Non-current assets					
Intangible assets	11	**15**	4	**15**	4
Property, plant and equipment	12	**205**	136	**205**	136
Deferred tax	8	**191**	323	**191**	323
		411	463	**411**	463
Current assets					
Trade and other receivables	14	**3,333**	3,985	**3,333**	3,985
Cash and cash equivalents	15	**4,604**	3,751	**4,604**	3,751
		7,937	7,736	**7,937**	7,736
Total assets		**8,348**	8,199	**8,348**	8,199
Current liabilities					
Trade and other payables	16	**(2,480)**	(2,895)	**(2,485)**	(2,900)
Financial liabilities	17	**(3)**	(3)	**(3)**	(3)
Short term provisions	18	**-**	(99)	**-**	(99)
		(2,483)	(2,997)	**(2,488)**	(3,002)
Non-current liabilities					
Financial liabilities	17	**(17)**	(20)	**(17)**	(20)
Long term provisions	18	**(82)**	(57)	**(82)**	(57)
		(99)	(77)	**(99)**	(77)
Total liabilities		**(2,582)**	(3,074)	**(2,587)**	(3,079)
Net assets		**5,766**	5,125	**5,761**	5,120
Shareholders' equity					
Share capital	19	**160**	156	**160**	156
Share premium account		**659**	619	**659**	619
Capital redemption reserve		**104**	104	**104**	104
Retained earnings		**4,843**	4,246	**4,838**	4,241
Total shareholders' equity		**5,766**	5,125	**5,761**	5,120

The financial statements on pages 31 to 56 were approved by the Board of Directors and authorised for issue on 7 June 2019 and were signed on its behalf by:

Nick Burrows
Director

Adrian Leer
Director

Triad Group Plc is registered in England and Wales with registered number 2285049.

Statements of cash flows
for the year ended 31 March 2019

Group and company	Note	2019 £'000	2018 £'000
Cash flows from operating activities			
Profit for the year before taxation		**1,017**	1,662
Adjustments for:			
Depreciation of property, plant and equipment		**65**	62
Amortisation/impairment of intangible assets		**6**	4
Interest expense		**2**	4
Unwinding of discount on provisions		**-**	13
Profit on disposal of tangible assets		**-**	(11)
Share-based payment expense		**28**	2
Changes in working capital			
Decrease in trade and other receivables		**652**	1,066
Decrease in trade and other payables		**(415)**	(807)
Decrease in provisions		**(74)**	(294)
Cash generated by operations		**1,281**	1,701
Finance expense		**(2)**	(17)
Tax received		**-**	-
Net cash inflow from operating activities		**1,279**	1,684
Investing activities			
Proceeds from sale of property, plant and equipment		**-**	11
Purchase of intangible assets		**(17)**	-
Purchase of property, plant and equipment		**(134)**	(29)
Net cash used in investing activities		**(151)**	(18)
Financing activities			
Proceeds of issue of shares		**44**	15
Finance lease principal payments		**(3)**	(23)
Dividends paid	9	**(316)**	(155)
Net cash outflow from financing activities		**(275)**	(163)
Net increase in cash and cash equivalents		**853**	1,503
Cash and cash equivalents at beginning of the period		**3,751**	2,248
Cash and cash equivalents at end of the period	15	**4,604**	3,751

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

1. Principal accounting policies

Basis of preparation

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS and IFRIC interpretations), as adopted by the European Union (EU), issued by the International Accounting Standards Board (IASB) and with those parts of the Companies Act 2006 applicable to companies preparing their accounts under IFRS.

These financial statements have been prepared on a going concern basis.

These financial statements have been prepared on a historical cost basis and are presented in sterling, the functional currency of the Company.

New standards adopted for the year ended 31 March 2019

The following International Financial Reporting Standards were adopted by the Group as at 1 April 2018.

IFRS 9 Financial instruments

IFRS 9 is an International Financial Reporting Standard ("IFRS") set by the IASB and replaces IAS 39, the previous accounting standard for financial instruments. IFRS 9 has three core components: Classification and Measurement, Impairment and Hedge Accounting.

Under IFRS 9, financial assets are required to be classified based on the business model within which they are managed and their contractual cash flow characteristics. These factors determine whether the financial assets are measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss. The requirements for the classification of financial liabilities, as they currently apply to the group, remain unchanged.

The majority of the Group's financial assets are trade receivables which were held at amortised cost under IAS 39, and will continue to be measured at amortised cost under IFRS 9. The adoption of IFRS 9 has not resulted in any changes to the measurement basis of the group's financial assets.

The Group has adopted IFRS 9 using the retrospective method of adoption. The reclassification of contract asset and contract liability balances (see notes 14 and 16) require the comparative figures in the statement of financial position to be shown as 'Restated'.

IFRS 15 Revenue from contracts with customers

IFRS 15 applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. IFRS 15 establishes the principles that an entity applies when reporting information about the nature, amount, timing and uncertainty of revenue and cash flows from a contract with a customer. Applying IFRS 15, an entity recognises revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Group has adopted IFRS 15 using the retrospective method of adoption. There was no impact on profit after tax or retained earnings on adoption of IFRS 15.

See specific accounting policies below for details of the application of these new standards.

The following standards were also effective from 1 April 2018 but had no material effect on the financial statements;

- Amendment to IFRS 2 Share based payment
- Amendment to IAS 28 Investments in associates and joint ventures
- Amendment to IAS 40 Investment property

Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee and the ability of the investor to use its power to affect those variable returns. The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and any impairment in value.

Depreciation is calculated as to write off the cost of assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

	%
Computer hardware	25-33
Fixtures and fittings	10-33
Motor vehicles	25-33

Intangible assets

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product so that it will be available for use or sale;
- adequate resources are available to complete the development;
- there is an intention to complete the product and use or sell it;
- it is able to be used or sold;
- the product will generate future economic benefits, internally and/or externally; and
- expenditure attributable to the development of the product can be measured reliably.

Intangible assets are stated at cost, net of accumulated amortisation and any impairment in value. The cost of internally developed software is the attributable salary costs and directly attributable overheads.

Amortisation is calculated so as to write off the cost of assets, less their estimated residual values, on a straight-line basis over the expected useful economic lives of the assets concerned. Amortisation is charged to administration expenses in the statement of comprehensive income and expense. The principal annual rates used for this purpose are:

	%
Purchased computer software	25-33
Internally developed software	10-25

Impairment of non-financial assets

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount the asset is written down accordingly. Impairment is charged to administration expenses in the statements of comprehensive income and expense.

Trade and other receivables

Trade and other receivables are initially recognised at fair value plus transaction costs, and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

At each reporting date an amount of impairment is recognised as lifetime expected credit losses (lifetime ECL').

Lifetime ECL's are calculated using a provision matrix that groups trade receivables according to the time past due, and at provision rates based on historical observed default rates, adjusted for forward looking estimates. At every reporting date, the historical observed default rates and forward-looking estimates are updated.

Amounts are written off to administrative expenses against the carrying amount of trade receivables when it is certain that the receivable will not be realised.

Cash

Cash in the statement of financial position comprises cash held on demand with banks. For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash, as defined above, net of bank borrowings due on demand.

Trade and other payables

Trade and other payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method.

Leases

Costs in respect of operating leases are charged to the statement of comprehensive income and expense on a straight line basis over the lease term.

Finance lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Foreign currencies

Assets and liabilities expressed in foreign currencies are translated into sterling at the exchange rate ruling on the date of the statement of financial position. Transactions in foreign currencies are recorded at the exchange rate ruling as at the date of the transaction. All differences on exchange are taken to the statement of comprehensive income and expense in the year in which they arise.

Revenue

Revenue recognised in any financial period is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is either recognised at a 'point in time' when a performance obligation has been performed, or 'over time' as control of the performance obligation is transferred to the customer.

The majority of the Group's revenue is derived from the provision of services under time and materials contracts. Performance obligations under such contracts relate to the provision of staff to customers. The transaction price of the performance obligation is determined by reference to charge-out rates for supplied staff and are specified in the contract. Since the customer simultaneously receives and consumes the benefits of the Group's performance obligations under such contracts, revenue is recognised over time using the output method which uses a direct measurement of value to the customer of the services transferred to date.

Where temporary workers are supplied to customers, the associated revenue is recognised gross (inclusive of the cost of the temporary workers) since the Group is acting as principal. Under IFRS 15, in order to be recognised as principal, there must be a transfer of control between the vendor and the customer. Where the Group provides temporary contractors, it is acting as principal since it receives resourcing requirements directly from the customer, has prime responsibility to find suitable candidates and negotiate pay rates with them, and delivers the resources to the client including acceptance that the service provided meets the client's expectations. Revenue is therefore recognised as the gross amount invoiced to customers.

Revenue from fixed price contracts, which may include software and product development or support contracts, is determined by reference to those fixed prices, agreed at inception of the contract. Since it has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date, the Group recognises revenue in the amount to which it has a right to invoice. For fixed price contracts revenue is recognised on an over time basis using the input (percentage completion) method. Percentage completion is calculated as the total hours worked as at the statement of financial position date divided by the total expected hours to be worked to complete the project.

Revenue for permanent recruitment services is based on a percentage of a successful candidate's remuneration package, as agreed with the customer at inception of the contract. Revenue is recognised at a point in time when the performance obligation has been satisfied, usually acceptance of the candidate by the customer.

Taxation

The charge for taxation is based on the profit or loss for the year as adjusted for disallowable items. It is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

Full provision is made for deferred tax on all temporary differences resulting from the difference between the carrying value of an asset or liability and its tax base, and on tax losses carried forward indefinitely. Deferred tax assets are recognised to the extent that it is probable that the deferred tax asset will be recovered in the foreseeable future. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled.

Pension costs

Contributions to defined contribution plans are charged to the statements of comprehensive income and expense as the contributions accrue.

Share-based payments

Share-based incentive arrangements are provided to employees under the Group's share option scheme. Share options granted to employees are valued at the date of grant using an appropriate option pricing model and are charged to operating profit over the performance or vesting period of the scheme. The annual charge is modified to take account of shares forfeited by employees who leave during the performance or vesting period and, in the case of non-market related performance conditions, where it becomes unlikely the option will vest.

Provisions

A provision is recognised when the Group has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, expected future cash flows are discounted using a current pre-tax rate that reflects the risks specific to the liability. Calculations of these provisions require judgements to be made. The Group has provided for property dilapidation and vacant property as detailed in note 18.

New standards and interpretations

The following standard which has been issued but is not yet mandatory, has not been adopted by the Group in these financial statements. On adoption, the Group will apply the new standard retrospectively.

IFRS 16, Leases (effective for the Group from 1 April 2019)

IFRS 16 specifies how to measure, present and disclose leases. It requires that leases are recognised in the statement of financial position as assets and liabilities with exceptions where the underlying asset is of low value, or where the lease term is 12 months or less.

The asset is subsequently accounted for in accordance with the cost or revaluation model in IAS 16 Property, Plant and Equipment. The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the lessee shall use their incremental borrowing rate. The liability is unwound over the term of the lease, giving rise to an interest expense.

The effect of applying this standard as at 31 March 2019 would be to recognise operating lease assets with an approximate value of £1.3m, and lease payment liabilities with an approximate value of £1.2m.

This will result in an annual depreciation charge of approximately £0.3m.

Amendments

The following amendments which have been issued but which are not yet mandatory, have not been adopted by the Group in these financial statements. The Directors do not anticipate that their adoption in future periods will have a material impact on the financial statements of the Group;

- Amendments to IFRS 9 Financial instruments

2. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Expected credit losses

In accordance with IFRS 9 ‘Financial Instruments’ the Group calculates ECL’s using a provision matrix based on estimated default rates. At every reporting date the estimates are updated based on an analysis of receivable balances, client payment patterns, historical rates of default, and any forward-looking information that may impact the likelihood of recovery.

Deferred tax asset

A deferred tax asset of £191,000 (2018: £323,000) has been recognised in accordance with the accounting policy on page 39. A deferred tax asset of £395,000 (2018: £450,000) has not been recognised.

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences can be used. Where the temporary differences relate to losses, the availability of the losses to offset against forecast taxable profits is also considered.

3. Financial risk management

The Group uses financial instruments that are necessary to facilitate its ordinary purchase and sale activities, namely cash, bank borrowings in the form of a receivables finance facility and trade payables and receivables: the resultant risks are foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group does not use financial derivatives in its management of these risks.

The Board reviews and agrees policies for managing these risks and they are summarised below. These policies are consistent with last year.

3.1 Financial risk factors

Foreign exchange risk

There are a small number of routine trading contracts with both suppliers and clients in euros. In all such circumstances the contracts with supplier and client will be in the same currency thereby mitigating the Group's exposure to movements in exchange rates. Payments and receipts are made through a bank account in the currency of the contract therefore balances held in any foreign currency are to facilitate day to day transactions. With a functional currency of sterling there are the following foreign currency net assets:

Group and company	Note	**2019 £'000**	2018 £'000
Currency: Euros			
Net cash	15	**100**	72
Trade and other receivables	14	**8**	21
Trade and other payables	16	**(17)**	(28)
		91	65

Any change in currency rates would have no significant effect on results.

Interest rate risk

The Group's interest rate risk arises from its borrowings, which are at a rate that fluctuates in relation to movements in bank base rate. This facility, as detailed in note 17, is secured by way of a debenture over all assets. At the year-end borrowing under this facility totalled £nil (2018: £nil).

Cash balances are held in short term interest bearing accounts, repayable on demand: these attract interest rates which fluctuate in relation to movements in bank base rate. This maintains liquidity and does not commit the Group to long term deposits at fixed rates of interest.

There were no borrowings during the year.

Credit risk

The Group is mainly exposed to credit risk from credit sales. It is Group policy to assess the credit risk of new customers before entering into contracts. Each new customer is assessed, using external ratings and relevant information in the public domain, before any credit limit is granted. In addition, trade receivables balances are monitored on a regular basis to minimise exposure to credit losses. The amount charged to the income statement during the year in respect of expected credit losses was £nil (2018: £10,000).

The Group is also exposed to credit risk from contract assets, being revenue earned but not yet invoiced (note 14).

Financial assets that are past due but not impaired are analysed in note 14. Each balance has been reviewed by management to assess its recoverability.

The Group also has credit risk from cash deposits with banks (note 15).

The Group's maximum exposure to credit risk is:

Group and company	Note	2019 £'000	2018 £'000
Trade and other receivables	14	**2,964**	2,491
Contract assets	14	**58**	1,216
Other debtors	14	**95**	-
Cash and cash equivalents	15	**4,604**	3,751
		7,721	7,458

Liquidity risk

The Group's liquidity risk arises from its management of working capital. The Group has a facility to borrow an amount up to 90% of approved trade debtors subject to a maximum limit of £2.6m. The facility may be terminated by either party with one month's written notice. The Board receives regular cash flow and working capital projections to enable it to monitor its available headroom under this facility. At the statement of financial positon date these projections indicated that the Group expected to have sufficient liquid resources to meet its reasonably expected obligations. Maturity of financial liabilities is set out in notes 16 and 17.

Capital risk management

The Group's capital comprises both borrowings and shareholders' equity. Its objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to maximise shareholder value. To maintain or adjust the capital structure the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or alter the level of borrowings.

3.2 Fair value estimation

The carrying value of financial assets and liabilities approximate their fair values.

4. Revenue

The Group operates solely in the UK. All material revenues are generated in the UK.

The largest single customer contributed 33% of Group revenue (2018: 28%) and was in the public sector. No other customers contributed more than 10% of Group revenue (2018: two customers contributed 14% and 10% of Group revenue).

Disaggregation of revenue

In accordance with IFRS 15, the Group disaggregates revenue by contract type as management believe this best depicts how the nature, timing and uncertainty of the Group's revenue and cash flows are affected by economic factors. Accordingly, the following table disaggregates the Group's revenue by contract type:

Group and company	2019 £'000	2018 £'000
Time and materials	**22,472**	27,511
Fixed price	**111**	106
Percentage fee based	**130**	202
	22,713	27,819

The Group also disaggregates revenue by operating sector reflecting the different commercial risks (e.g. credit risk) associated with each.

Group and company	**2019** **£'000**	2018 £'000
Public sector	**13,432**	14,224
Private sector	**9,281**	13,595
	22,713	27,819

Contract balances

For all contracts, the Group recognises a contract liability to the extent that payments made are greater that the revenue recognised at the period end date. When payments are made less than the revenue recognised at the period end date, the Group recognises a contract asset for the difference.

Contract assets and contract liabilities are included within ‘trade and other receivables’ and ‘trade and other payables’ respectively on the face of the statement of financial position.

	Contract assets		**Contract liabilities**	
Group and Company	**2019** **£'000**	2018 £'000	**2019** **£'000**	2018 £'000
At 1 April	**1,216**	757	**(25)**	(82)
Transfers in the period from contract assets to trade receivables	**(1,216)**	(757)	**-**	-
Excess of revenue recognised over cash (or right to cash) being recognised in the period	**58**	1,216	**-**	-
Amounts included in contract liabilities that was recognised as revenue in the period	**-**	-	**25**	82
Cash received in advance of performance and not recognised as revenue in the period	**-**	-	**(43)**	(25)
At 31 March	**58**	1,216	**(43)**	(25)

The comparative balances and brought forward figures have been restated from ‘Accrued income’ to ‘Contract assets’, and from ‘Deferred income’ to ‘Contract liabilities’.
The contract asset balance at 31 March 2018 arose further to delays in two large public sector clients being slow in providing purchase orders resulting in a delay in the Group being able to raise invoices. There were no such delays as at 31 March 2019.

There is no expected impairment of contract assets.

5. Profit from operations

	2019 £'000	2018 £'000
Profit from operations is stated after charging:		
Depreciation of owned assets	**65**	62
Amortisation of intangible assets	**6**	4
Profit on sale of fixed assets	**-**	(11)
Operating leases for land and buildings	**303**	484
Other operating leases	**13**	28
Impairment of receivables	**-**	10
Auditor remuneration:		
Audit of financial statements: Group and company	**57**	56
Other services	**-**	-

6. Finance expense

	2019 £'000	2018 £'000
Bank interest payable	**-**	3
Other interest payable	**1**	1
Total interest expense	**1**	4
Unwinding of discount on provisions	**-**	13
Net foreign exchange loss	**1**	-
Total finance expense	**2**	17

7. Employees and directors

Group and company	2019 Number	2018 Number
Average number of persons (including Directors) employed		
Senior management	**8**	8
Fee earners	**31**	28
Sales	**11**	16
Administration and finance	**6**	6
	56	58

Staff costs for the above persons (including Directors)	**2019** **£'000**	2018 £'000
Wages and salaries	**3,722**	3,475
Social security costs	**420**	416
Defined contribution pension costs	**397**	335
Equity settled share-based payments	**28**	2
	4,567	4,228

Directors	**2019** **£'000**	2018 £'000
Emoluments	**489**	427
Benefits in kind	**27**	25
Money purchase pension contributions	**37**	28
Total remuneration	**553**	480
Social security costs	**61**	60
	614	540

Two Directors (2018: two) had retirement benefits accruing under money purchase pension schemes. Key management personnel are considered to be the Directors.

8. Tax charge/credit

	2019 **£'000**	2018 £'000
Current tax		
Current tax on profits for the year	**-**	-
Deferred tax		
Decrease in recognised deferred tax asset	**132**	38
Total tax charge for the year	**132**	38

The differences between the actual tax charge for the year and the standard rate of corporation tax in the UK applied to profits for the year are as follows:

	2019 **£'000**	2018 £'000
Profit before tax	**1,017**	1,662
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	**193**	316
Expenses not deductible for tax purposes	**(44)**	(12)
Recognition of previously unrecognised deferred tax on losses	**(17)**	(266)
Tax charge for the year	**132**	38

	2019 £'000	2018 £'000
Deferred tax asset		
The movement in deferred tax is as follows:		
At beginning of the year	**323**	361
Utilisation against taxable profits	**(149)**	(304)
Recognition of previously unrecognised deferred tax on losses	**47**	276
Decrease in relation to timing differences	**(30)**	(10)
At end of the year	**191**	323

Deferred tax assets have been recognised in respect of tax losses where the Directors believe it is probable that the assets will be recovered. A deferred tax asset amounting to £395,000 (2018: £450,000) has not been recognised in respect of trading losses of £2,327,000 (2018: £2,367,000), which can be carried forward indefinitely.

The Chancellor announced a reduction in the main rate of UK corporation tax to 17% with effect from 1 April 2020. The change became substantively enacted on 16 March 2016 and therefore the effect of the rate reductions has been reflected in the calculation of the deferred tax, as it was substantively enacted prior to the statement of financial position date.

9. Dividends

	2019 £'000	2018 £'000
Final dividend for the year ended 31 March 2017 – 0.5p per share	**-**	77
Interim dividend for the year ended 31 March 2018 – 0.5p per share	**-**	78
Final dividend for the year ended 31 March 2018 – 1.0p per share	**158**	-
Interim dividend for the year ended 31 March 2019 – 1.0p per share	**158**	-
Total dividend paid	**316**	155

In addition, the Directors are proposing a final dividend on equity shares of 2p per share (2018: 1p). This dividend has not been accrued in the statement of financial position.

Subject to shareholder approval at the Annual General Meeting, the Company will pay the proposed dividend on 23 August 2019 to all shareholders on the register of members of the Company at the close of business on 2 August 2019 (the "Record Date").

10. Earnings per ordinary share

Earnings per share have been calculated on the profit for the year divided by the weighted average number of shares in issue during the period based on the following:

	2019	2018
Profit for the year	**£885,000**	£1,624,000
Average number of shares in issue	**15,798,113**	15,541,786
Effect of dilutive options	**481,416**	669,503
Average number of shares in issue plus dilutive options	**16,279,529**	16,211,289
Basic earnings per share	**5.60p**	10.45p
Diluted earnings per share	**5.44p**	10.02p

11. Intangible assets

Group and company	**Purchased software £'000**	**Internally developed software £'000**	**Total £'000**
Cost			
At 31 March 2017	272	1,110	1,382
Additions	-	-	-
At 31 March 2018	272	1,110	1,382
Additions	17	-	17
Disposals	(163)	-	(163)
At 31 March 2019	**126**	**1,110**	**1,236**
Accumulated amortisation/impairment			
At 31 March 2017	264	1,110	1,374
Charge for the year	4	-	4
At 31 March 2018	268	1,110	1,378
Charge for the year	6	-	6
Disposals	(163)	-	(163)
At 31 March 2019	**111**	**1,110**	**1,221**
Net book value			
At 31 March 2019	**15**	**-**	**15**
At 31 March 2018	4	-	4

12. Property, plant and equipment

Group and company	Computer hardware	Fixtures & fittings	Motor vehicles	Total
	£'000	£'000	£'000	£'000
Cost				
At 31 March 2017	370	754	42	1,166
Additions	13	16	35	64
Disposals	(210)	(4)	(38)	(252)
At 31 March 2018	173	766	39	978
Additions	22	112	-	134
Disposals	(16)	(484)	-	(500)
At 31 March 2019	**179**	**394**	**39**	**612**
Accumulated depreciation				
At 31 March 2017	305	687	40	1,032
Charge for the year	29	26	7	62
Disposals	(210)	(4)	(38)	(252)
At 31 March 2018	124	709	9	842
Charge for the year	26	30	9	65
Disposals	(16)	(484)	-	(500)
At 31 March 2019	**134**	**255**	**18**	**407**
Net book value				
At 31 March 2019	**45**	**139**	**21**	**205**
At 31 March 2018	49	57	30	136

The net carrying amount of property, plant and equipment includes £21,000 (2018: £30,000) in respect of assets held under finance leases.

13. Investments

Company

Investments are:

(a) Generic Software Consultants Limited ("Generic"), a 100% subsidiary undertaking, in respect of both voting rights and issued shares, which is registered in England and Wales and has an issued share capital of 5,610 US$1 ordinary shares. The investment is stated in the Company's books at £440.

Up to 31 March 2009 Generic acted as an agent for the business, but did not enter into any transactions in its own right: its business was included within the figures reported by the Company. On 1 April 2009 the agency agreement was terminated and all business is now conducted directly by the parent company through its Generic business.

(b) Triad Special Systems Limited, Generic Online Limited, Zubed Geospatial Limited, Zubed Sales Limited, are all 100% subsidiaries which are registered in England and Wales. They are dormant companies, which have never traded. Each has a share capital of £1.

The registered office of Triad Special Systems is Huxley House, Weyside Park, Catteshall Lane, Godalming, Surrey GU7 1XE. The registered office of the other subsidiaries is 37 Sunningdale House, Caldecotte Lake Drive, Caldecotte, Milton Keynes MK7 8LF.

14. Trade and other receivables

Group and company	**2019** **£'000**	2018 £'000 *Restated*
Trade receivables	**2,984**	2,536
Less: provision for expected credit losses	**(20)**	(45)
Trade receivables-net	**2,964**	2,491
Contract assets	**58**	1,216
Other debtors	**95**	-
Trade and other receivables	**3,117**	3,707
Prepayments	**216**	278
	3,333	3,985

The fair value of trade and other receivables approximates closely to their book value.

The provision for expected credit losses on trade receivables is calculated as follows:

Group and company	**Expected default rate** (A) **%**	**Gross carrying amount** (B) **£'000**	**Credit loss allowance** (A x B) **£'000**
Current	**-**	**2,461**	**-**
Up to 30 days past due	**2.5**	**330**	**9**
30 to 60 days past due	**5.0**	**164**	**8**
Over 60 days past due	**10.0**	**29**	**3**
		2,984	**20**

No provision has been recognised for contract assets and other debtors as they are expected to be fully recovered.

Movements on the provision for impairment of trade receivables is as follows:

Group and company	**2019** **£'000**	2018 £'000
At beginning of the year	**45**	33
Charged to income statement	**-**	20
Credited to income statement	**(20)**	(8)
Written off during the year	**(5)**	-
At end of the year (credit loss allowance)	**20**	45

The carrying amount of the Group's trade and other receivables are denominated in the following currencies:

Group and company	**2019** **£'000**	2018 £'000
Sterling	**3,109**	3,686
Euros	**8**	21
	3,117	3,707

15. Cash and cash equivalents

Group and company	**2019** **£'000**	2018 £'000
Cash available on demand	**4,604**	3,751

The fair value of cash and cash equivalents approximates closely to their book value.

The carrying amount of the Group's cash and cash equivalents is denominated in the following currencies:

Group and company	2019	2018
	£'000	£'000
Sterling	4,504	3,679
Euros	100	72
	4,604	3,751

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash, as detailed above, net of any bank borrowings repayable on demand. There were no bank borrowings during the year.

16. Trade and other payables

	Group		Company	
	2019	2018	2019	2018
	£'000	£'000	£'000	£'000
		Restated		*Restated*
Trade payables	1,617	2,131	1,617	2,131
Accruals	301	398	301	398
Owed to subsidiary	-	-	5	5
	1,918	2,529	1,923	2,534
Contract liabilities	43	25	43	25
Other taxation and social security	519	341	519	341
	2,480	2,895	2,485	2,900

The majority of trade and other payables are settled within three months from the year end.

The fair value of trade and other payables approximates closely to their book value.

The carrying amount of trade and other payables is denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	£'000	£'000	£'000	£'000
Sterling	1,901	2,501	1,906	2,506
Euros	17	28	17	28
	1,918	2,529	1,923	2,534

17. Financial liabilities

Group and company	2019 £'000	2018 £'000
Current		
Finance lease obligations	**3**	3
Non-current		
Finance lease obligations	**17**	20

The carrying amount of finance lease obligations relates to future lease payments on a motor vehicle.

The fair value of bank borrowings approximates closely to their book value.

The carrying amount of the Group's financial liabilities is all denominated in sterling.

Bank borrowings are in the form of a receivables finance facility to borrow an amount up to 90% of approved trade debtors subject to a maximum limit of £2.6m. This facility is secured by way of a debenture over all the assets of the Group. Bank borrowings are repayable upon demand. The balance at the year end was £nil (2018: £nil).

The receivables finance facility is included as part of cash and cash equivalents for the purpose of the cash flow statement as it forms an integral part of the Group's cash management.

18. Provisions

Group and company	Provision for property dilapidation	Other provision	Total
	£'000	£'000	**£'000**
At 1 April 2018	106	50	**156**
Charged to income statement	15	-	**15**
Utilised in year	(39)	(50)	**(89)**
At 31 March 2019	82	-	**82**

The maturity profile of the present value of provisions is as follows:

Group and company	**2019**	2018
	£'000	£'000
Current		
Provision for property dilapidation	**-**	49
Other provision	**-**	50
	-	99
Non-current		
Provision for property dilapidation	**82**	57

The provision for property dilapidation covers the estimated future costs required to meet obligations under property leases to redecorate and repair property.

19. Share capital

	2019	2018
Ordinary shares of 1p each		
Issued, called up and fully paid:		
Number	**15,968,979**	15,613,979
Nominal value	**£159,690**	£156,140

During the year 355,000 1p ordinary shares were issued as a result of the exercise by employees of share options:

Number	Option price	Increase in share capital	Increase in share premium
51,000	14.0p	£510	£6,630
94,000	13.5p	£940	£11,750
210,000	11.0p	£2,100	£21,000
355,000		**£3,550**	**£39,380**

20. Share-based payments

At 31 March 2019, 1,028,600 options granted under employee share option schemes remain outstanding:

Date option granted	Number	Exercise price	Period options exercisable
23 September 2011	268,600	13.5p	23 September 2014 to 23 September 2021
18 September 2014	130,000	11.0p	18 September 2017 to 18 September 2024
9 March 2018	630,000	53.5p	9 March 2021 to 9 March 2028

Under the terms of the scheme, options vest after a period of three years continued employment and are subject to the following performance conditions:

For options granted on 9 March 2018: 100% of the shares granted under an Option will vest if the Company's share price at 31 March 2021 has increased by 30% or more from the share price as at the date of grant. 50% of shares granted under an Option will vest if the Company's share price at 31 March 2021 has increased by 15% from the share price as at the date of grant. Between these upper and lower thresholds, awards vest on a straight line basis.

For all other options: In any financial year commencing at least one year after the date of grant, the Company shall have achieved a positive basic earnings per share (subject to adjustment to exclude identified exceptional items), as reported in its audited annual accounts.

Options have been valued using the Black-Scholes option-pricing model. No performance conditions were included in the fair value calculations.

No options were granted during the year (2018: 660,000).

The total expense recognised in the year is £28,000 (2018: £1,878).

A reconciliation of option movements over the year to 31 March 2019 is shown below:

	2019		2018	
	Number of options	**Weighted average exercise price Pence**	Number of options	Weighted average exercise price Pence
Outstanding at start of year	**1,413,600**	**31.6**	878,000	12.5
Granted	**-**	**-**	660,000	53.5
Exercised	**(355,000)**	**12.1**	(124,400)	12.8
Forfeited	**(30,000)**	**53.5**	-	-
Outstanding at end of year	**1,028,600**	**37.7**	1,413,600	31.6
Exercisable at end of year	**398,600**	**12.7**	753,600	12.4

There were 355,000 options exercised during the year. The above figures include options held by Directors which are set out in the Directors' Remuneration Report on page 20.

The weighted average share price at the date of exercise for share options exercised during the period was 52.3p. The options outstanding as at 31 March 2019 had an exercise price of 11.0p, 13.5p or 53.5p and a weighted average remaining contractual life of 6.8 years (2018: 7.1 years).

21. Commitments

The Group and Company had capital commitments totalling £67,000 at 31 March 2019 (31 March 2018: £nil).

The future aggregate minimum lease payments under non-cancellable operating leases are:

	2019	2018
	£'000	£'000
Not later than 1 year	**327**	336
Later than 1 year and no later than 5 years	**1,132**	926
	1,459	1,262

The Group sublets part of its Godalming office. The future aggregate minimum lease payments to the Group under non-cancellable operating leases are:

	2019	2018
	£'000	£'000
Not later than 1 year	**119**	48
Later than 1 year and no later than 5 years	**-**	48
	119	96

22. Related party transactions

The Group and Company rents one of its offices under a lease expiring in 2028, with a break clause in 2023. The current annual rent of £215,000 was fixed, by independent valuation, at the last rent review in 2008. JC Rigg, a Director, has notified the Board that he has a 50% beneficial interest in this contract. The balance owed at the year end was £nil (2018: £nil).

Five year record

Consolidated income statement

Years ended 31 March	**2019**	2018	2017	2016	2015
	£'000	£'000	£'000	£'000	£'000
Revenue	**22,713**	27,819	30,912	28,317	23,482
Gross profit	**4,376**	4,724	5,000	4,236	3,325
Profit before tax	**1,017**	1,662	1,521	863	352
Tax (charge)/credit	**(132)**	(38)	13	350	-
Profit after tax	**885**	1,624	1,534	1,213	352
Retained profit for the financial year	**885**	1,624	1,534	1,213	352
Basic earnings per share (pence)	**5.60**	10.45	10.08	8.01	2.32

Balance sheet

As at 31 March	**2019**	2018	2017	2016	2015
	£'000	£'000	£'000	£'000	£'000
Non-current assets	**411**	463	503	483	236
Current assets	**7,937**	7,736	7,299	5,638	4,401
Current liabilities	**(2,483)**	(2,997)	(4,118)	(3,757)	(3,387)
Non-current liabilities	**(99)**	(77)	(45)	(308)	(411)
Net assets	**5,766**	5,125	3,639	2,056	839
Share capital	**160**	156	155	151	151
Share premium account	**659**	619	605	562	562
Capital redemption reserve	**104**	104	104	104	104
Retained earnings	**4,843**	4,246	2,775	1,239	22
Equity shareholders' funds	**5,766**	5,125	3,639	2,056	839

Shareholders’ information and financial calendar

Share register

Equiniti maintain the register of members of the Company. If you have any questions about your personal holding of the Company’s shares, please contact:

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Telephone: 0371 384 2486

If you change your name or address or if the details on the envelope enclosing the report, including your postcode, are incorrect or incomplete, please notify the registrar in writing.

Shareholders’ enquiries

If you have an enquiry about the Group’s business, or about something affecting you as a shareholder (other than queries that are dealt with by the registrar) you should contact the Company Secretary, by letter or telephone at the Company’s registered office.

Company Secretary and registered office:

Nick Burrows
Triad Group Plc
Weyside Park
Catteshall Lane
Godalming
Surrey
GU7 1XE

Telephone:	01908 27845
Email:	investors@triad.co.uk
Website:	www.triad.co.uk

Financial calendar

Annual General Meeting	14 August 2019
Final dividend: payment date	23 August 2019
Final dividend: record date	2 August 2019
Financial year ended 31 March 2020: expected announcement of results	
Half year	November 2019
Full year	June 2020

Corporate information

Executive Directors

John Rigg, Chairman
Adrian Leer, Managing Director
Nick Burrows, Finance Director

Non-executive Directors

Alistair Fulton
Steven Sanderson
Chris Duckworth

Secretary and registered office

Nick Burrows
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Telephone:	01908 278450
Email:	investors@triad.co.uk
Website:	www.triad.co.uk

Country of incorporation and domicile of parent company

United Kingdom

Legal form

Public limited company

Company number

2285049

Registered Auditor

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Brokers

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