IMC Geophysics International Limited Annual report and financial statements for the 9 months ended 31 December 2008

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Annual report and financial statements for the 9 months ended 31 December 2008

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Company information

Directors

J M Holt L A Gartner R R Habiak R Mathison

Secretary

D Watson

Registered office

Unit 2 Nix's Hill Nix's Hill Industrial Estate Alfreton Derbyshire DE55 7NG

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Donington Court
Pegasus Business Park
Castle Donington
East Midlands
DE74 2UZ

Directors' report for the 9 months ended 31 December 2008

The directors present their report and the audited financial statements of the company for the 9 months ended 31 December 2008. The company changed its accounting reference date to 31 December to align with that of its ultimate parent company.

Principal activities

The company provides geophysical services to clients in the oil, gas and mineral exploration, civil engineering and environmental sectors.

Review of the business and future developments

The results for the period show a post-tax profit of £3,674,000 (year ended March 2008: £2,873,000) for the period and turnover of £22,709,000 (year ended March 2008: £21,812,000). During the period, demand for the company's services was strong and the directors expect similar levels of activity for the forthcoming year.

Principal risks and uncertainties

The company operates in some geographical territories that are politically unstable and are prone to internal conflict. This presents a potentially hazardous working environment for employees and sub contractors and the company is exposed to the risk of interruption to its operations. The company has suitable security arrangements in place to minimise these risks and attempts where possible to share the costs of interruptions with the customer. The company is also exposed to the risks arising from different business practices and local regulations in these countries.

Key performance indicators ("KPI's")

The board monitors progress on the overall company strategy and the individual strategic elements by reference to the following three KPI's

	31 December 2008	31 March 2008	Definition, method of calculation & analysis
Sales Growth (%)	39%	108%	Year on year sales growth, excluding intercompany sales, expressed as a percentage after adjusting for different lengths of periods.
Gross margin (%)	45%	41%	Gross margin is the ratio of gross profit (excluding intercompany transfer price credits) to revenue expressed as a percentage.
Operating Profit (%)	23%	19%	Operating Profit expressed as a percentage of revenues.

Directors' report for the 9 months ended 31 December 2008 (continued)

Financial risk management

The company makes sales on credit, and manages the risks through its credit control procedures.

For significant contracts denominated in foreign currencies, the company uses forward contracts in order to minimise the impact of the exchange risk.

Dividends

A dividend of £696,000 was paid in the 9 months ended 31 December 2008 (March 2008: £2,000,000).

Directors

The directors who served during the period and up to the date of signing the financial statements unless otherwise stated were:

J M Holt

L A Gartner

M A Lambert

(resigned 19 November 2008)

R R Habiak

R Mathison

(appointed 19 November 2008)

Liability insurance

The company maintains liability insurance for directors and officers, as permitted by section 309A (4) of the Companies Act 1985.

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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 period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent; and
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

Directors' report for the 9 months ended 31 December 2008 (continued)

Statement of directors' responsibilities in respect of the Annual Report and the financial statements (continued)

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved under section 234A the following applies:

- (a) So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) The directors have taken all the steps that they ought to have taken in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

By order of the Board

MOSKEL (F)

D Watson Secretary

5 June 2009

Independent auditors' report to the members of IMC Geophysics International Limited

We have audited the financial statements of IMC Geophysics International Limited for the 9 months ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report, the Company information and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

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Independent auditors' report to the members of IMC Geophysics International Limited (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally
 Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and
 of its profit and cash flows for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

East Midlands

5 June 2009

Profit and loss account for the 9 months ended 31 December 2008

	Note	9 months ended 31 December 2008	Year ended 31 March 2008
Continuing operations		£'000	£'000
Turnover	2	22,709	21,812
Cost of sales		(12,543)	(12,860)
Gross profit		10,166	8,952
Administrative expenses		(4,899)	(4,924)
Operating profit	3	5,267	4,028
Interest receivable and similar income	6	36	108
Interest payable and similar charges	7	(45)	(16)
Profit on ordinary activities before taxation		5,258	4,120
Tax charge on profit on ordinary activities	8	(1,584)	(1,247)
Profit for the financial period	17	3,674	2,873

The notes on pages 10 to 22 form part of these financial statements.

The company has no recognised gains and losses other than the profit shown above and therefore no separate statement of recognised gains and losses has been presented.

There are no material differences between the profit on ordinary activities before taxation stated above and the profit for the periods stated above and their historical costs equivalent.

Balance sheet as at 31 December 2008

		31 Decemb	per 2008	31 March	2008
	Note	£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	10		6,014		1,666
Current assets					
Stocks	11	302		256	
Debtors	12	6,274		4,764	
Cash at bank and in hand		1,762		1,629	
		8,338		6,649	
Creditors: amounts falling due within one year	13	(6,493)		(4,987)	
Net current assets			1,845		1,662
Total assets less current liabilities			7,859		3,328
Creditors: amounts falling due after more than one year	14	1	(1,485)		-
Provisions for liabilities and charges	15		(72)		(4)
Net assets			6,302		3,324
Capital and reserves				•	
Called up share capital	16		1		1
Share premium account	17		99		99
Profit and loss account	17		6,202		3,224
Total shareholders' funds	18		6,302		3,324

The financial statements were approved by the board of directors on 5 June 2009 and were signed on its behalf by:

J M Holt Director

The notes on pages 10 to 22 form part of these financial statements.

Cash flow statement for the 9 months ended 31 December 2008

		31 Decer	nber 2008	31	March 2008
	Note	£'000	£'000	£'000	£'000
Cash inflow from operating activities	22		6,180		5,303
Returns on investments and servicing of finance					
Interest received		36		108	
Interest paid		-		(16)	
Interest element of finance lease payments		(45)		-	
Net cash (outflow)/inflow from returns on investments and servicing of finance			(9)		92
Taxation			(1,992)		(1,473)
Capital expenditure and financial investments					
Purchase of tangible fixed assets		(5,174)		(1,408)	
Sale of tangible fixed assets		-		45	
Net cash outflow for capital expenditure and financial investment			(5,174)		(1,363)
Dividends paid			(696)		(2,000)
(Decrease)/increase in cash in the period before financing			(1,691)		559
Financing					
Finance leases undertaken		1,930		-	
Capital element of finance lease payments	•	(106)		-	
Net cash inflow from financing			1,824		
Increase in cash in the period	23		133	<u></u>	559
Reconciliation of net cash flow to	moveme	nt in net(debt)	/funds		
				9 months	Year
				ended 31	ended 31
				December 2008	March 2008
				£'000	£'000
Net cash at 1 April				1,629	1,070
Increase in cash in the period				133	559
Finance leases				(1,824)	•
Net (debt)/cash at 31 December/31	March			(62)	1,629

Notes to the financial statements for the 9 months ended 31 December 2008

1 Accounting policies

The financial statements are prepared on the going concern basis, under the historical cost convention, in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom, which have been consistently applied. The particular accounting policies adopted are described below. Where a choice of accounting treatment is available the directors apply the most appropriate policy and estimation technique in accordance with FRS18 (Accounting Policies).

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied (exclusive of value added tax and trade discounts) based on the estimate of the stage of completion of each contract.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on a straight line basis at rates calculated to write off the cost of fixed assets less their estimated residual values over their expected useful economic lives as follows:

Field equipment - 10-50% straight line
Motor vehicles - 25% straight line
Furniture and equipment/Leasehold improvements - 20% straight line
Computer equipment - 33% straight line

Leased assets

Leased assets are deemed to be finance leases where the company is exposed to substantially all the risks and rewards of ownership of the asset. All other leases are deemed to be operating leases.

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. Obligations under finance leases and hire purchase contracts, net of finance charges in respect of future periods are included within creditors. The interest element of the leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account within interest expense over the period of the lease.

Rentals under operating leases are charged on a straight line basis over the lease term.

Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost is computed on a first in first out basis.

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

1 Accounting policies (continued)

Deferred taxation

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19. Deferred tax assets are only recognised when it is considered more likely than not that they will be recoverable in the foreseeable future.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

Amounts recoverable on contracts

Attributable profit on long-term contracts is recognised once their outcome can be assessed with reasonable certainty. The profit recognised reflects the proportion of work completed to date on the project.

In accordance with the provisions of SSAP 9 (revised) 'Amounts Recoverable on Contracts' represents the value of work done at the lower of cost plus attributable profit and net realisable value, for which no invoice has been raised, but which is reflected within activity in the profit and loss account.

Pensions

The company operates three defined contribution pension schemes. The assets of the schemes are held separately from those of the company. The pension charge represents the amounts payable by the company to the funds in respect of the period.

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

2 Turnover

	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
UK	1,485	4,995
Rest of Europe	2,990	372
Rest of the World	18,234	16,445
	22,709	21,812

In the opinion of the directors, the company has only one class of business.

3 Operating profit

The operating profit is stated after charging:

	9 months ended 31 December 2008	Year ended 31 March 2008
	£,000	£.000
Depreciation of tangible fixed assets – owned by the company	689	308
Depreciation of tangible fixed assets – leased assets	137	-
Auditors' remuneration - audit services	21	16
- non- audit services - taxation	7	7
Pension costs	77	95
Loss on foreign exchange	360	37
Operating leases - plant and machinery	1,475	3,602
- other	58	62

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

4 Employee information

The average monthly number of persons including directors employed by company during the period was:

	9 months ended 31 December 2008	Year ended 31 March 2008
	Number	Number
Operation	73	53
Administration	10	10
	83	63
Staff costs of the above persons were:		
	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
Wages and salaries	3,548	3,587
Social security	307	407
Other pension costs	77	95
	3,932	4,089

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

5 Directors remuneration

	9 months ended 31 December 2008	Year ended 31 March 2008
	£,000	£'000
Aggregate emoluments	158	339
Company pension contributions	12	22
	170	361
Highest paid director:		
Aggregate emoluments	158	268
Company pension contributions	12	15

Benefits are accruing to one director under defined contribution pension schemes (March 2008: one).

6 Interest receivable and similar income

	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
Bank interest received	36	108

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

7 Interest payable and similar charges

	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
Bank interest paid	-	16
Interest on finance leases and hire purchase contracts	45	-
	45	16
Tax charge on profit on ordinary activities		
Analysis of tax charge in the period		
	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
Current tax		
UK corporation tax charge on profits for the period	1,444	1,279
Overseas taxation	1,048	161
Overseas taxation relief	(976)	(161)
Adjustments in respect of prior periods	-	(44)
Total current tax charge	1,516	1,235
Origination and reversal of timing differences	29	(35)
Adjustments in respect of prior periods – deferred tax	39	47
Tax charge on profit on ordinary activities	1,584	1,247

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

8 Tax charge on profit on ordinary activities (continued)

Factors affecting the tax charge for the current period

The current tax charge for the period is higher (year ended March 2008: lower) than the standard rate of corporation tax in the UK of 28% (year ended March 2008: 30%). The differences are explained below:

	9 months ended 31 December 2008	Year ended 31 March 2008
	£'000	£'000
Profit on ordinary activities before taxation	5,258	4,120
Profit on ordinary activities at the standard rate of 28% (year ended March 2008: 30%)	1,472	1,236
Expenditure not deductible	1	5
Accelerated capital allowances	(39)	(31)
Other short term timing differences	10	69
Overseas taxation in excess of UK standard rate	72	-
Adjustments in respect of prior year	-	(44)
	1,516	1,235

The standard rate of corporation tax in the UK changed to 28% from 30% with effect from 1 April 2008.

9 Dividends

	31 December 2008	31 March 2008
	£'000	£'000
Final dividend paid on A and B shares of £696 per share (March 2008: £2,000)	696	2,000

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

10 Tangible fixed assets

	Field equipment	Motor vehicles	Furniture, equipment & leasehold improve- ments	Total
	£'000	£'000	£'000	£'000
Cost				
At 1 April 2008	1,797	68	175	2,040
Additions	5,171	-	3	5,174
Disposals	(9)	-	-	(9)
At 31 December 2008	6,959	68	178	7,205
Depreciation				
At 1 April 2008	327	15	32	374
Charge for the period	782	13	31	826
Disposals	(9)	-	-	(9)
At 31 December 2008	1,100	28	63	1,191
Net book value				
At 31 December 2008	5,859	40	115	6,014
At 31 March 2008	1,470	53	143	1,666

Included above are assets held under finance lease or hire purchase contracts as follows:

	equipment
	£'000
Net book values	
At 31 December 2008	1,676
At 31 March 2008	-
Deprecation charge for the period	
9 months ended 31 December 2008	137
Year ended 31 March 2008	-

The aggregate cost of assets held under finance leases or hire purchase contracts amounts to £1,813,000 (March 2008: £nil).

Field

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

11 Stocks

		31 December 2008	31 March 2008
		£'000	£'000
	Spares and consumables	302	256
2	Debtors		
		31 December 2008	31 March 2008
		£'000	£'000
	Trade debtors	4,023	2,350
•	Amounts owed by group undertakings	2	-
	Other debtors	610	423
	Prepayments	306	90
	Amounts recoverable on long term contracts	1,193	1,901
	Corporation tax	140	-
•		6,274	4,764

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

13 Creditors: amounts falling due within one year

	31 December 2008	31 March 2008
	£,000	£'000
Payments received on account	1,894	1,438
Trade creditors	1,004	1,549
Net obligation under finance lease and hire purchase contracts	339	-
Amounts owed to group undertakings	95	164
Corporation tax	-	336
Other creditors	1,312	1,167
Social security and other taxes	391	39
Accruals and deferred income	1,458	294
	6,493	4,987
Creditors: amounts failing due after more than one year	31 December 2008	31 March 2008
	£'000	£,000
Net obligations under finance leases and hire purchase contracts	1,485	-
Net obligations under finance leases and hire purchase contracts		
	31 December	31 March 2008
	2008	2000
		£'000
Within one year	2008	
Within one year In more than one year but not more than five years	2008 £'000	
	2008 £'000 455	
In more than one year but not more than five years	2008 £'000 455 1,669	

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

15 Provisions for liabilities and charges

Deferred taxation

The movement in the deferred taxation provision during the current period was as follows:

		£,000
At 1 April 2008		4
Charge to profit and loss account (note 8)		68
At 31 December 2008		72
The deferred tax liability arose as follows:		
	31 December 2008	31 March 2008
	£'000	£'000
Depreciation in excess of capital allowances	149	70
Other timing differences	(77)	(66
	72	4
Called up share capital		-
	31 December 2008	31 March 2008
	£'000	£'000
Authorised, Allotted, issued and fully paid		
520 ordinary A shares of £1 each	1	
480 ordinary B shares of £1 each	-	
	1	

The A and B shares are both ordinary shares and rank pari passu.

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

17 Reserves

18

	Share premium account	Profit and loss account
	£'000	
At 1 April 2008	99	3,224
Profit for the financial period	-	3,674
Dividends paid	-	(696)
At 31 December 2008	99	6,202
Reconciliation of movements in total sh	31 December 2008	31 March 2008
	£,000	£'000
Profit for the financial period	3,674	2,873
Dividends paid	(696)	(2,000)
Net addition to shareholders' funds	2,978	873
Opening shareholders' funds	3,324	2,451
Closing shareholders' funds	6,302	3,324

19 Contingent liabilities

At the period end, the company had issued bank guarantees totalling £244,000 (March 2008: £197,000) in the normal course of business. No liability is expected to arise from these guarantees.

20 Pension commitments

During the period the company operated three defined contribution schemes through Friends Provident for employees of the company. These schemes are funded independently of the company's finances.

Pension costs relating to the schemes are charged to the profit and loss account as incurred.

Contributions made to the schemes amounted to £77,000 (March 2008: £95,000). At the period end, there were contributions outstanding of £8,568 (March 2008: £10,620).

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

21 Operating lease commitments

At 31 December 2008, the company had annual commitments under non-cancellable operating leases as follows:

		Land and	buildings		
		31 December 2008	31 March 2008		
		£'000	£'000		
	Expiry date				
	Within 2 to 5 years	69	69		
22	Reconciliation of operating profit to net cash inflo	ow from operating a			
		31 December	31 March		

31 December 2008	31 March 2008
£'000	£'000
5,267	4,028
826	308
-	(20)
(46)	(177)
(1,370)	(786)
1,503	1,950
6,180	5,303
	December 2008 £'000 5,267 826 - (46) (1,370) 1,503

Notes to the financial statements for the 9 months ended 31 December 2008 (continued)

23 Analysis of changes in net funds

	1 April 2008	Cash flow	31 December 2008
	£'000	£'000	£'000
Cash at bank and in hand	1,629	133	1,762
Finance leases due after 1 year	-	(1,485)	(1,485)
Finance leases due within 1 year	-	(339)	(339)
	1,629	(1,691)	(62)

24 Related party transactions

As the company is a wholly owned subsidiary, it has taken advantage of the exemption under FRS 8 'Related party disclosures' not to disclose transactions with other group companies.

25 Ultimate parent undertaking and controlling party

The immediate parent company is IMC Geophysics Holdings Limited a company registered in England. The ultimate holding company is Tesla Exploration Limited a company incorporated in Canada. The smallest and largest group at which consolidation occurs that includes the results of IMC Geophysics International Limited, is Tesla Exploration Limited. Copies of the annual report and accounts of Tesla Exploration Limited are available from 315 – 19th Street S.E. Calgary, Alberta, Canada T2E 6J7.

The ultimate controlling party is Ron Mathison.