Bernhard Schulte Shipmanagement (UK) Limited Report and Accounts 31 December 2019



Bernhard Schulte Shipmanagement (UK) Limited Report and accounts Contents

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Bernhard Schulte Shipmanagement (UK) Limited Company Information

Directors

P Varnavas J A Eltringham N J McNeil S Broadhurst

Secretary

Prima Secretary Limited

Auditors

Pinder & Ratki Chartered Accountants 7 Lansdowne Terrace Gosforth Newcastle upon Tyne NE3 1HN

Bankers

The Royal Bank of Scotland Plc Chatham (Shipping) Waterside Court Chatham Maritime Chatham Kent ME4 4RT

Registered office

3 Hedley Court Orion Business Park Newcastle upon Tyne NE29 7ST

Registered number

05886419

Bernhard Schulte Shipmanagement (UK) Limited

Registered number:

05886419

Directors' Report

The directors present their report and accounts for the year ended 31 December 2019.

Principal activities

The company's principal activity during the year continued to be the provision of ship management services.

Review of the business

The loss for the year, after taxation, amounted to \$1,117,087. The directors do not recommend payment of a final ordinary dividend.

Future developments

The company is in the process of taking on and developing new business opportunities which will eventually return the company to a profitable position. This is expected to take a number of years to achieve and in the intervening period full financial support will be provided from the parent and associated companies.

Directors

The following persons served as directors during the year:

P Varnavas

J A Eltringham

N J McNeil

S Broadhurst

Political and charitable donations

During the year, the company made no political or charitable contributions.

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Small company provisions

This report has been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

This report was approved by the board on 19 May 2020 and signed on its behalf.

N J McNeil Director

Bernhard Schulte Shipmanagement (UK) Limited Statement of Directors' Responsibilities

The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Bernhard Schulte Shipmanagement (UK) Limited Independent Auditors' Report to the member of Bernhard Schulte Shipmanagement (UK) Limited

Opinion

We have audited the accounts of Bernhard Schulte Shipmanagement (UK) Limited for the year ended 31 December 2019 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity, 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.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties
 that may cast significant doubt about the company's ability to continue to adopt the going concern
 basis of accounting for a period of at least twelve months from the date when the financial
 statements are authorised for issue.

Bernhard Schulte Shipmanagement (UK) Limited Independent Auditors' Report to the member of Bernhard Schulte Shipmanagement (UK) Limited

Other information

The other information comprises the information included in the report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Bernhard Schulte Shipmanagement (UK) Limited Independent Auditors' Report to the member of Bernhard Schulte Shipmanagement (UK) Limited

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.

Michael Ratki

(Senior Statutory Auditor)

for and on behalf of

Pinder & Ratki

Chartered Accountants and Statutory Auditors

7 Lansdowne Terrace

Gosforth

Newcastle upon Tyne

NE3 1HN

19 May 2020

Bernhard Schulte Shipmanagement (UK) Limited Statement of Comprehensive Income for the year ended 31 December 2019

	Notes	2019 \$	2018 \$
Turnover	3	3,488,100	3,219,883
Direct costs		(451,943)	(480,762)
Gross profit		3,036,157	2,739,121
Administrative expenses Other operating income		(4,981,768) 906,251	(3,910,305) 1,306,205
(Loss)/profit from operations	4	(1,039,360)	135,021
Interest receivable Lease finance costs	8	7,699 (50,521)	2,981 -
(Loss)/profit before tax		(1,082,182)	138,002
Income tax expense	7	-	31,718
(Loss)/profit for the year from continuing operati	ons	(1,082,182)	169,720
(Loss)/profit for the year attributable to equity ho	olders	(1,082,182)	169,720

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the (loss)/profit for the above two financial years.

Bernhard Schulte Shipmanagement (UK) Limited Statement of Financial Position as at 31 December 2019

	Notes	2019 *	2018
Assets		. Ψ	Ψ
Non-current assets			
Right-of-use assets	8	1,753,219	-
Property, plant and equipment	9	45,541	56,617
		1,798,760	56,617
Current assets			
Trade and other receivables	10	208,933	184,333
Cash and cash equivalents		450,570	972,038
		659,503	1,156,371
Total assets	•	2,458,263	1,212,988
10.00			
Equity and liabilities			
Current liabilities			
Trade and other payables	11	3,014,507	2,462,245
Lease liabilities	8	55,650	-
Current tax payable		-	
		3,070,157	2,462,245
Non-current liabilities			
Lease liabilities	8	1,719,545	-
Total liabilities		4,789,702	2,462,245
Equity			•
Called up share capital	12	264,201	264,201
Foreign exchange reserve	13	11,249	11,249
Profit and loss account	14	(2,606,889)	(1,524,707)
		(2,331,439)	(1,249,257)
Total equity and liabilities	•	2,458,263	1,212,988

The accounts have been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

The accounts on pages 7 to 17 were approved by the board of directors and authorised for issue on 19 May 2020 and are signed on its behalf by :

N J McNeil Director

Bernhard Schulte Shipmanagement (UK) Limited Statement of Changes in Equity for the year ended 31 December 2019

	Share capital \$	Foreign exchange reserve	-	Total
At 1 January 2018	264,201	11,249	(1,694,427)	(1,418,977)
Total comprehensive income for the year	-	-	169,720	169,720
At 31 December 2018 and 1 January 2019	264,201	11,249	(1,524,707)	(1,249,257)
Total comprehensive income / (loss) for the year	-	-	(1,082,182)	(1,082,182)
At 31 December 2019	264,201	11,249	(2,606,889)	(2,331,439)

Bernhard Schulte Shipmanagement (UK) Limited Statement of Cash Flows for the year ended 31 December 2019

	Notes	2019 \$	2018 \$
Reconciliation of profit from operations to net cas inflow from operating activities	h	•	
(Loss)/profit from operations Depreciation and amortisation (Increase)/decrease in receivables Increase in payables		(1,039,360) 112,590 (24,600) 2,327,457	135,021 33,107 17,598 651,763
Net cash inflow from operating activities		1,376,087	837,489
Cash flow statement			
Net cash inflow from operating activities		1,376,087	837,489
Returns on investments and servicing of finance	16	(42,822)	2,981
Taxation		-	31,718
Capital expenditure	16	(1,854,733)	(5,415)
		(521,468)	866,773
(Decrease)/increase in cash		(521,468)	866,773
Reconciliation of net cash flow to movement in ne	et debt		
(Decrease)/increase in cash in the period		(521,468)	866,773
Change in net debt	17	(521,468)	866,773
Net funds at 1 January 2019		972,038	105,265
Net funds at 31 December 2019		450,570	972,038

1 Presentation of accounts

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS).

The financial statements are presented in US Dollars since this is the currency in which the other group companies report their results.

2 Summary of significant accounting policies

The accounts have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Revenue recognition

Sales of services are recognised when services are delivered.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Property, plant and equipment

Depreciation is charged so as to write off the cost or valuation of the assets over their estimated useful lives, using the straight-line method, on the following bases:

Leasehold property alterations Plant and equipment

over 5 years over 3 - 10 years

Stocks

Stock is valued at the lower of cost and net realisable value.

Taxation

The charge for current tax is based on the results for the year as adjusted for items which are nonassessable or disallowed. It is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the years when the timing differences will reverse.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the year end date. All differences are taken to the statement of comprehensive income.

Exchange rate differences arising from the initial translation of opening balances at 1 January 2010 following the change of policy relating to reporting in US Dollars (previously Sterling) are classified as equity and transferred to the foreign exchange reserve.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the statement of financial position and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the statement of financial position as a liability.

The interest element of the rental obligations is charged to the income statement over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

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

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the income statement as they become payable in accordance with the rules of the scheme.

3	Analysis of turnover	2019 \$	2018 \$
	By activity:		
	Ship management services	3,488,100	3,219,883
	By geographical market:		
	Europe	3,488,100	3,219,883
4	Profit from operations	2019 \$	2018 \$
	This is stated after charging:		
	Depreciation of property, plant and equipment Operating lease rentals - land and buildings Auditors' remuneration for audit services Auditors' remuneration for other services	36,363 19,427 7,675 5,378	33,107 104,035 4,306 11,116
5	Directors' emoluments	2019 \$	2018 \$
	Emoluments Company contributions to money purchase pension schemes	97,521 32,400	128,219 42,942
		129,921	171,161
	Number of directors in company pension schemes:	2019 Number	2018 Number
	Money purchase schemes	1	1

6 Staff costs		2019 \$	2018 \$
Wages and salaries (includi	ng Directors)	3,241,898 382,519	2,324,421 280,106
Other pension costs		168,951	115,617
		3,793,368	2,720,144
Average number of emplo	yees during the year	Number	Number
Administration	•	7	8
Service provision		50	50_
		57	58_
7 Income tax expense		2019	2018
Analysis of charge in year		* \$	\$
Current tax: Adjustments in respect of pr	revious years	-	(31,718)
Tax on loss on ordinary activ	vities		(31,718)
Factors affecting tax charge. The differences between the are explained as follows:	ge for year he tax assessed for the year and the	standard rate of c	orporation tax
are explained as follows.		2019	2018
	·	\$	\$
(Loss)/profit before tax		(1,082,182)	138,002
Standard rate of corporation	tax in the UK	19%	19%
		. \$	\$
Profit on ordinary activities r corporation tax	multiplied by the standard rate of	(205,615)	26,220
Effects of: Expenses not deductible for	tay nurnoses	205,615	(26,220)
Adjustments to tax charge in		-	(31,718)
Current tax charge for year		<u> </u>	(31,718)

8 Right-of-use assets

	2019 \$	2018 \$
Right-of-use assets	1,829,446	-
Right-of-use assets - Depreciation	(76,227)	
	1,753,219	-
Lease liabilities	•	
Current	55,650	-
Non-current	1,719,545	-
	<u>1,775,195</u>	
Charges relating to lease	,	
Lease finance costs	(50,521)	
	(50,521)	-

IFRS 16 supersedes IAS 17 "Leases" and introduces a new single lessee accounting model which eliminates the current distinction between operating and finance leases for lessees. IFRS 16 requires lessees to capitalise all leases on the statement of financial position by recognising a 'right of use' asset and a corresponding lease liability for the present value of the obligation to make lease payments, except for certain short term leases and leases of low value assets. Subsequently, the lease assets will be depreciated and the lease liabilities will be measured at amortised cost.

From the perspective of a lessor, the classification and accounting for operating and finance leases remains substantially unchanged under IFRS 16. IFRS 16 also requires enhanced disclosures by both lessees and lessors.

The Group uses the modified retrospective method in accordance with the transitional provisions, and therefore will only recognise leases on statement of financial position as at 1 January 2019. The Group will include the required additional disclosures in its financial statements for the financial year ended 31 December 2019.

9 Property, plant and equipment

9	Property, plant and equipment			
		Land and buildings \$	Plant and equipment \$	Total
	Cost	•		
	At 1 January 2019	49,526	714,294	763,820
	Additions	-	25,287	25,287
	Disposals		(244,308)	(244,308)
	At 31 December 2019	49,526	495,273	544,799
	Accumulated depreciation			•
	At 1 January 2019	48,377	658,826	707,203
	Charge for the year	1,149	35,214	36,363
	On disposals		(244,308)	(244,308)
	At 31 December 2019	49,526	449,732	499,258
	Carrying amount			
	At 31 December 2019		45,541	45,541
	At 31 December 2018	1,149	55,468	56,617
			0040	0040
10	Trade and other receivables		2019 \$	2018 \$
	·			
	Trade receivables		42,670	328
	Amounts owed by group undertakings		42,452	39,060
	Other receivables		70,927	94,504
	Prepayments and accrued income		52,884	50,441
			208,933	184,333
44	Tunda and other nevertice		2019	2018
11	Trade and other payables		\$	\$
			40.40-	: 05.005
	Trade payables		13,437	35,035
	Amounts owed to group undertakings		2,419,672	1,985,116
	Other taxes and social security costs		118,929	72,486
	Other payables Accruals and deferred income		18,253 444,216	19,380 350,228
	Accidate and deterred income		3,014,507	2,462,245
			5,5.1,00.	

The directors have received a letter of confirmation of future support from Bernhard Schulte Shipmanagement (Cyprus) Limited, their immediate parent company to enable the company to trade out of its current financial position,

12	Share capital	Nominal value	2019 Number	2019 \$	2018 \$
	Allotted, called up and fully paid: Ordinary shares	£1 each	200,000	264,201	264,201
13	Foreign exchange reserve	·		2019 \$	
	At 1 January 2019			11,249	
	At 31 December 2019			11,249	
14	Retained earnings			2019 \$	
	At 1 January 2019 Loss for the financial year			(1,524,707) (1,082,182)	
	At 31 December 2019			(2,606,889)	
15	Reconciliation of movement in sha	areholder's fun	ds	2019 \$	2018 \$
	At 1 January 2019			(1,249,257)	(1,418,977)
	(Loss)/profit for the financial year			(1,082,182)	169,720
	At 31 December 2019			(2,331,439)	(1,249,257)
16	Gross cash flows	<u>.</u>	·	2019 \$	2018
	Returns on investments and servi Interest received Interest paid	cing of finance		7,699 (50,521)	2,981
				(42,822)	2,981
	Capital expenditure Payments to acquire plant and equip	oment		(1,854,733)	(5,415)

17 Analysis of changes in net debt

	At 1 Jan 2019 \$	Cash flows	Non-cash changes \$	At 31 Dec 2019 \$
Cash at bank and in hand	972,038	(521,468)	-	450,570
Total	972,038	(521,468)		450,570

18 Financial risk management

The company finances its operations through a mixture of equity and retained earnings. Finance requirements are reviewed by the Board when funds are required for acquisition, exploration and development of projects.

The company's policy is to maintain a strong balance sheet so as to maintain the confidence of stakeholders and to sustain the future development of the business. There were no changes to the Group's capital management approach during the year.

Foreign currency risk

The company manages exposure to fluctuations in foreign currencies by maintaining cash and bank accounts in the same currencies in which it receives income and pays expenses.

If Sterling weakened / strengthened against the US Dollar by 5% the loss / profit for the year and shareholder's equity would have increased / decreased by \$75,388 (2018; \$10,828).

19 Contingent liabilities

Bernhard Schulte Shipmanagement (UK) Limited has given sub-manager's undertakings in respect of its role as Security Trustee as part of a loan agreement between the Bank of China Limited and the owners of the vessels mv Edzard Schulte, mv Elisabeth Schulte and mv Erin Schulte.

Similar undertakings in respect of its role as Security Trustee had been given as part of a loan agreement between the Standard Chartered Bank, Singapore branch and the owners of the vessels mv Dorothea Schulte and mv Donata Schulte. The charges were satisfied and cleared on 8 November 2019.

The undertakings guarantee that, in the event of the loss of a vessel, insolvency of the vessel owner or other event making the loan agreement invalid or unenforceable, Bernhard Schulte Shipmanagement (UK) Limited will pay all funds held on behalf of that vessel's owners, including any proceeds of the insurance policies arising on the loss of a vessel, to the respective bank.

20 Related party transactions

	2019	2018
Holding Company		
Income	2,017,556	2,221,389
Expenses incurred	-	-
Amounts owed from / (to) the related party	(519,253)	(1,338,790)
Fellow Subsidiaries		
Income	858,000	998,494
Expenses incurred	585,932	559,657
Amounts owed from / (to) the related parties	(1,857,967)	(623,364)
There are no guarantees that have been given or received.		

No provision for impairment has been recognised against amounts outstanding, and no expense has been recognised during the period in respect of bad or doubtful debts due from the related parties.

21 Ultimate controlling party

The parent company is Bernhard Schulte Shipmanagement (Cyprus) Limited. The ultimate parent company is Bernhard Schulte GmbH & Co. KG, a company registered in Germany.