Annual Report and Financial Statements

Year Ended

31 December 2017

Company Number 06406763

A7F9TIDF

A14 26/09/2018

COMPANIES HOUSE

#97

Company Information

Directors

S W Burgess

L J Rawles

J D Simm (appointed 1 June 2018)

Registered number

06406763

Registered office

Pathfinder House Testwood Park Salisbury Road Southampton Hampshire SO40 2RW

Independent auditor

BDO LLP Arcadia House Maritime Walk Ocean Village Southampton SO14 3TL

Contents

	Page
Group Strategic Report	1 - 2
Directors' Report	3 - 4
Independent Auditor's Report	5 - 7
Consolidated Statement of Comprehensive Income	8
Consolidated Statement of Financial Position	9
Company Statement of Financial Position	10
Consolidated Statement of Changes in Equity	11
Company Statement of Changes in Equity	12
Consolidated Statement of Cash Flows	13 - 14
Notes to the Financial Statements	15 - 36

Group Strategic Report For the Year Ended 31 December 2017

Introduction

The directors present the Group Strategic Report for the year ended 31 December 2017.

Principal activity

The principal activity of the group continued to be that of stevedoring, terminal handling and related services to cruise lines, Ro-Ro vessels, and other customers within the ports of Southampton, Portsmouth, Sheerness and Liverpool.

The principal activity of the Company continued to be that of a holding company. The principal activities of the group have not changed.

Business review

Group turnover for the year was £22.3m (2016: £16.7m) representing an increase of 34% on the prior year. This was achieved mainly through a new contract win, an ongoing strategy of productivity improvements and the development of new revenue streams leading to a marked uplift in performance of the group. The group has continued to be profitable with a profit before tax of £319k (2016: £403k).

The Groups net assets are £822k (2016: £593k), a 39% increase on prior year.

Principal risks and uncertainties

The Group seeks to manage the risk of losing customers to competitors through providing value adding services and creating close, long lasting and mutually beneficial partnerships with clients.

The Group is subject to ongoing uncertainty surrounding future trade with Europe and the Brexit negotiations.

The Group's credit risk is primarily attributable to its trade debtors. Credit risk is managed by monitoring payments against contractual arrangements.

The Group monitors cash flow as part of its day to day control procedures. The directors consider cash flow projections on a regular basis and ensure that appropriate facilities are available to be drawn upon as necessary.

The Group does not have any major interest rate risk as it has no significant borrowings which are subject to any substantial interest rate fluctuations.

Group Strategic Report (continued) For the Year Ended 31 December 2017

Financial key performance indicators

The financial performance indicators used by the group to monitor performance are Turnover and Profit before tax (PBT). Details of these for the period under review for the group are as follows;

Group 2017 £	Group 2016 £
22,342,500	16,737,723
318,876	403,331

Turnover Profit before tax

This report was approved by the board on 24 A660ST 2018

and signed on its behalf.

L J Rawles Director

Directors' Report For the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss or loss of the Group for that period.

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

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the year, after taxation and minority interests, amounted to £197,002 (2016 - £268,311).

The directors have not paid and do not recommend payment of a dividend.

Directors

The directors who served during the year were:

S W Burgess L J Rawles

Future developments

The Group will continue to implement the strategy of improving productivity, developing new revenue streams and widening the customer base to ensure a diversity of business operations whilst still remaining competitive within our core competencies.

Employee involvement

It is company policy to ensure that employees are provided with information on matters of concern to them. Accordingly, appropriate steps are taken to ensure that employees or their representatives are aware of the financial economic factors affecting the Company's performance, are consulted wherever necessary and are encouraged generally to be involved in the Company's overall performance.

Directors' Report (continued) For the Year Ended 31 December 2017

Disabled employees

It is established company policy to offer the same opportunities to disabled people as to all others in matters of recruitment and career advancement, provided they have the abilities to perform the tasks required, with or without training, and to provide retraining where necessary in cases where disability occurs during employment with the company.

Disclosure of information to auditor

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

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

Post balance sheet events

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

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 24 A66657 2018

and signed on its behalf.

L J Rawles Director

Independent Auditor's report to the members of Independent Port Handling Limited

Opinion

We have audited the financial statements of Independent Port Handling Limited ("the Parent Company") and its subsidiaries ("the Group") for the year ended 31 December 2017 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the consolidated and Company Statement of Changes in Equity, the Consolidated 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2017 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 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, 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 Group or the Parent 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.

Independent Auditor's report to the members of Independent Port Handling Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the 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 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 Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and 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 the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

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

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

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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.

Independent Auditor's report to the members of Independent Port Handling Limited (continued)

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 at the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

ROD M

Malcolm Thixton (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Southampton
United Kingdom

B118144

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

Consolidated Statement of Comprehensive Income For the Year Ended 31 December 2017

	Note	2017 £	2016 £
Turnover	4	22,342,500	16,737,723
Cost of sales		(20,419,753)	(14,774,973)
Gross profit		1,922,747	1,962,750
Administrative expenses		(1,557,387)	(1,519,010)
Operating profit	5	365,360	443,740
Interest receivable and similar income		-	79
Interest payable and expenses	9	(46,484)	(40,488)
Profit before taxation		318,876	403,331
Tax on profit	10	(90,564)	(90,362)
Profit for the financial year		228,312	312,969
Profit for the year attributable to:			
Non-controlling interests		31,310	44,658
Owners of the parent Company		197,002	268,311
		228,312	312,969

There were no recognised gains and losses for 2017 or 2016 other than those included in the consolidated statement of comprehensive income.

There was no other comprehensive income for 2017 (2016:£NIL).

Independent Port Handling Limited Registered number: 06406763

Consolidated Statement of Financial Position As at 31 December 2017

	Note		2017 £		As restated 2016 £
Fixed assets					
Intangible assets	11		174,515		198,658
Tangible assets	12		1,170,080		952,689
			1,344,595		1,151,347
Current assets					
Stocks	14	239,958		25,163	
Debtors: amounts falling due within one year	15	5,266,037		4,676,548	
Bank and cash balances		426,503		411,471	
		5,932,498		5,113,182	
Creditors: amounts falling due within one year	16	(5,972,839)		(5,080,592)	
Net current (liabilities)/assets			(40,341)		32,590
Total assets less current liabilities			1,304,254		1,183,937
Creditors: amounts falling due after more than one year	17		(390,010)		(498,998)
Provisions for liabilities					
Deferred taxation	21		(92,548)		(91,555)
Net assets			821,696		593,384
Capital and reserves					
Called up share capital	22		52,331		52,331
Capital redemption reserve	23		-		175,497
Other reserves	23		-		58,343
Profit and loss account	23		461,040		30,198
Equity attributable to owners of the parent Company			513,371		316,369
Non-controlling interests			308,325		277,015
			821,696		593,384

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 AJEUST 2018

L J Rawles Director

Independent Port Handling Limited Registered number: 06406763

Company Statement of Financial Position As at 31 December 2017

	Note		2017 £		2016 £
Fixed assets			_		_
Investments	13		1,852,118		1,852,118
			1,852,118		1,852,118
Current assets					
Debtors: amounts falling due within one year	15	260,500		260,500	
Bank and cash balances		1,688		1,918	
		262,188		262,418	
Creditors: amounts falling due within one year	16	(1,816,160)		(1,635,424)	
Net current liabilities			(1,553,972)		(1,373,006)
Total assets less current liabilities			298,146		479,112
Creditors: amounts falling due after more than one year	17		(231,309)		(393,414)
Net assets			66,837		85,698
Capital and reserves					
Called up share capital	22		52,331		52,331
Capital redemption reserve	23		-		175,497
Other reserves	23		-		58,343
Profit and loss account	23		14,506		(200,473)
			66,837		85,698

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 ACC ST 2018

L J Rawles Director

Consolidated Statement of Changes in Equity For the Year Ended 31 December 2017

	Called up share capital £	Capital redemption reserve £	Other reserves £	Profit and loss account £	Equity attributable to owners of parent Company £	Non- controlling interests £	Total equity £
At 1 January 2016 (as restated see note 2.20)	175,497	52,331	58,343	131,384	417,555	232,357	649,912
Comprehensive income for the year							
Profit for the year	-	-	-	268,311	268,311	44,658	312,969
Total comprehensive income for the year	-		-	268,311	268,311	44,658	312,969
Purchase of own shares	-	-	-	(369,497)	(369,497)	-	(369,497)
Shares redeemed during the year	(123,166)	123,166	-	•	•	-	-
Total transactions with owners	(123,166)	123,166		(369,497)	(369,497)	•	(369,497)
At 1 January 2017	52,331	175,497	58,343	30,198	316,369	277,015	593,384
Comprehensive income for the year							
Profit for the year	-	-	-	197,002	197,002	31,310	228,312
Total comprehensive income for the year				197,002	197,002	31,310	228,312
Transfer to/from profit and loss account	-	(175,497)	(58,343)	233,840	•	-	-
At 31 December 2017	52,331		-	461,040	513,371	308,325	821,696

Company Statement of Changes in Equity For the Year Ended 31 December 2017

	Called up share capital £	Capital redemption reserve	Other reserves	Profit and loss account £	Total equity
At 1 January 2016	175,497	52,331	58,343	199,721	485,892
Comprehensive income for the year					
Loss for the year	-	-	-	(30,697)	(30,697)
Total comprehensive income for the year	-	-	-	(30,697)	(30,697)
Contributions by and distributions to owners					
Purchase of own shares	-	-	-	(369,497)	(369,497)
Shares redeemed during the year	(123,166)	123,166	-	•	-
Total transactions with owners	(123,166)	123,166		(369,497)	(369,497)
At 1 January 2017	52,331	175,497	58,343	(200,473)	85,698
Comprehensive income for the year					
Loss for the year	-	-	-	(18,861)	(18,861)
Total comprehensive income for the year	-	-	-	(18,861)	(18,861)
Transfer to/from profit and loss account	-	(175,497)	(58,343)	233,840	. •
At 31 December 2017	52,331	<u> </u>	-	14,506	66,837

Consolidated Statement of Cash Flows For the Year Ended 31 December 2017

	2017 £	2016 £
Cash flows from operating activities	•	~
Profit for the financial year	228,312	312,969
Adjustments for:		
Amortisation of intangible assets	24,143	24,143
Depreciation of tangible assets	260,691	261,466
Interest paid	46,484	40,488
Interest received	•	(79)
Taxation charge	90,564	90,361
(Increase) in stocks	(214,795)	(20,144)
(Increase) in debtors	(589,489)	(1,759,677)
Increase in creditors	1,198,990	1,210,056
Corporation tax (paid)/received	(81,315)	11,393
Net cash generated from operating activities	963,585	170,976
Cash flows from investing activities		
Purchase of tangible fixed assets	(496,169)	(204,789)
Sale of tangible fixed assets	18,087	-
Interest received	-	79
HP interest paid	(9,135)	-
Net cash from investing activities	(487,217)	(204,710)

Consolidated Statement of Cash Flows (continued) For the Year Ended 31 December 2017

2017	
£	2016 £
-	(369,497)
-	365,812
(166,667)	-
-	(615,821)
-	109,460
73,656	-
(37,349)	(40,488)
(130,360)	(550,534)
346,008	(584,268)
(449,149)	135,119
(103,141)	(449,149)
426,503	411,471
(529,644)	(860,620)
(103,141)	(449,149)
	73,656 (37,349) (130,360) 346,008 (449,149) (103,141) =

Notes to the Financial Statements For the Year Ended 31 December 2017

1. General information

Independent Port Handling Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered office is shown on the Company Information page. The nature of the company's operations and its principal activities are outlined in the Strategic Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

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

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 January 2014.

2.3 Parent company exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No cash flow statement has been presented for the parent company;
- No statement of comprehensive income has been presented for the parent company; and
- No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.

Notes to the Financial Statements For the Year Ended 31 December 2017

Accounting policies (continued)

2.4 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

2.5 Intangible fixed assets - goodwill

Goodwill arising on the acquisition of subsidiary undertakings represents the excess of the fair value of the consideration over the fair value of the identifiable assets and liabilities acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life. Goodwill on the acquisition of a business in 2008 is being amortised over its estimated useful life of twenty years and goodwill on the acquisition of two new subsidiaries in 2013 is being amortised over its estimated useful life of five years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

2.6 Tangible fixed assets

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

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

The estimated useful lives range as follows:

Long-term leasehold property

- Straight line over 5 and 10 years

Plant and machinery Motor vehicles

- Straight line over 3, 5 and 10 years

Fixtures and fittings

- Straight line over 3, 4 and 5 years

- Straight line over 4 and 5 years

Computer equipment

- Straight line over 3 and 5 years

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

Notes to the Financial Statements For the Year Ended 31 December 2017

2. Accounting policies (continued)

2.7 Impairment of fixed assets

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

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.9 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit and loss. Reversals of impairment losses are recognised in profit and loss.

2.10 Cash and cash equivalents

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

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

Notes to the Financial Statements For the Year Ended 31 December 2017

2. Accounting policies (continued)

2.11 Financial instruments

The Group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans to related parties.

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

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

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

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

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

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

2.12 Debtors

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

2.13 Creditors

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

Notes to the Financial Statements For the Year Ended 31 December 2017

2. Accounting policies (continued)

2.14 Finance costs

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.15 Interest income

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

2.16 Borrowing costs

All borrowing costs are recognised in the Consolidated Statement of Comprehensive Income in the year in which they are incurred.

2.17 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

Notes to the Financial Statements For the Year Ended 31 December 2017

2. Accounting policies (continued)

2.18 Current and deferred taxation

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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

2.19 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

2.20 Prior period adjustment

The prior year comparatives have been restated for opening profit & loss reserves and Debtors due to the correction of an historic reconciling difference on Accrued income.

Notes to the Financial Statements For the Year Ended 31 December 2017

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

In preparing these financial statements, the directors have had to make the following judgments:

- Obligations under leases
 - Determine whether leases entered into by the Group either as a lessor or a lessee are operating or finance leases and to include all appropriate obligations either actual or contingent. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.
- Determine whether there are indicators of impairment of the Group's tangible and intangible
 assets, including goodwill.
 Factors taken into consideration in reaching such a decision include the economic viability and
 expected future financial performance of the asset and where it is a component of a larger cashgenerating unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty

Tangible fixed assets (see note 12)
Tangible fixed assets, other than investment properties, are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

4. Turnover

An analysis of turnover by class of business is as follows:

20	17 £	2016 £
Stevedoring, terminal handling and related services 22,342,50)O —	16,737,723
Analysis of turnover by country of destination:		
20	17 £	2016 £
United Kingdom 22,342,50)O	16,737,723

Notes to the Financial Statements For the Year Ended 31 December 2017

5.	Operating profit		
	The operating profit is stated after charging:		
		2017 £	2016 £
	Depreciation of tangible fixed assets	260,691	261,466
	Other operating lease rentals	385,927	331,117
	Amortisation of intangible assets, including goodwill	24,143	24,143
	Loss on disposal of tangible fixed assets	-	2,069
	Defined contribution pension cost	118,229	78,251
6.	Auditor's remuneration		
	Fees payable to the Company's auditor in respect of:		
		2017 £	2016 £
	For audit services		
	Fees payable to the Company's auditor for the audit of the Group's annual financial statements	15,050	14,000
	Audit of the company's subsidiaries	7,000	7,000
	For other services	22,050	21,000
	Fees payable to the Company's auditor in respect of:		
	Taxation compliance services	7,150	6,700
	All other non-audit services	7,100	7,100
		14,250	13,800

Notes to the Financial Statements For the Year Ended 31 December 2017

7. Employees

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

	Group 2017 £	Group 2016 £	Company 2017 £	Company 2016 £
Wages and salaries	9,120,655	5,921,623	-	-
Social security costs	693,876	484,206	-	-
Cost of defined contribution scheme	118,229	78,251	-	-
	9,932,760	6,484,080	<u> </u>	-

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

	2017 No.	2016 No.
Operational employees and directors	526	438

The average employee numbers above include a mix of full time employees and agency employed staff members.

8. Directors' remuneration

	2017 £	2016 £
Directors' emoluments	150,709	150,365
Company contributions to defined contribution pension schemes	16,100	16,100
	166,809	166,465

During the year retirement benefits were accruing to 2 directors (2016 - 2) in respect of defined contribution pension schemes.

9. Interest payable and similar charges

	2017 £	£ £
Bank interest payable	179	2
Other loan interest payable	37,170	37,074
Finance leases and hire purchase contracts	9,135	3,412
	46,484	40,488

Notes to the Financial Statements For the Year Ended 31 December 2017

10.	Taxation		
		2017 £	2016 £
	Corporation tax	~	~
	Current tax on profits for the year	89,571	81,245
	Adjustments in respect of previous periods	-	(3,830)
		89,571	77,415
	Total current tax	89,571	77,415
	Deferred tax		
	Origination and reversal of timing differences	4,876	10,275
	Changes to tax rates	•	2,672
	Adjustments in respect of prior periods	(3,883)	-
	Total deferred tax	993	12,947
	Taxation on profit on ordinary activities	90,564	90,362

Notes to the Financial Statements For the Year Ended 31 December 2017

10. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2016 - higher than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	318,876 	403,330
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%) Effects of:	61,372	80,666
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	15,574	16,219
Fixed asset differences	4,647	-
Effect of change in corporation tax rate	-	(7,124)
Impact of transition to FRS 102	-	1,721
Adjustments in respect of prior periods (deferred tax)	(3,883)	•
Deferred tax not recognised	(206)	-
Adjustments in respect of prior periods	11,391	(1,120)
Other movements	1,669	-
Total tax charge for the year	90,564	90,362

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 20% to 19% was substantively enacted in October 2015 and will take effect from 1 April 2017. A further reduction from 19% to 18% was also substantively enacted in October 2015 and will take effect from 1 April 2020. The deferred tax reflects these rates.

Notes to the Financial Statements For the Year Ended 31 December 2017

11.	Intangible assets	
	Group and Company	
		Goodwill £
	Cost	
	At 1 January 2017	358,692
	At 31 December 2017	358,692
	Amortisation	
	At 1 January 2017	160,034
	Charge for the year	24,143
	At 31 December 2017	184,177
	Net book value	
	At 31 December 2017	174,515
	At 31 December 2016	198,658

Notes to the Financial Statements For the Year Ended 31 December 2017

12. Tangible fixed assets

Group

	Long-term leasehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings	Computer equipment £	Total £
Cost or valuation						
At 1 January 2017	554,777	1,662,719	193,835	118,425	321,094	2,850,850
Additions	11,105	242,091	119,099	32,502	91,372	496,169
Disposals	(196,375)	(11,412)	(17,740)	(41,871)	(7,560)	(274,958)
Transfers between classes	-	(409,413)	28,802	996	379,615	-
At 31 December 2017	369,507	1,483,985	323,996	110,052	784,521	3,072,061
Depreciation						
At 1 January 2017	242,137	1,178,190	119,755	68,705	289,374	1,898,161
Charge for the year	56,411	116,437	36,315	11,359	40,169	260,691
Disposals	(179,283)	(13,778)	(17,740)	(41,870)	(4,200)	(256,871)
Transfers between classes	- •	(350,746)	5,462	1,106	344,178	•
At 31 December 2017	119,265	930,103	143,792	39,300	669,521	1,901,981
Net book value						
At 31 December 2017	250,242	553,882	180,204	70,752	115,000	1,170,080
At 31 December 2016	312,640	484,529	74,080	49,720	31,720	952,689

Notes to the Financial Statements For the Year Ended 31 December 2017

12. Tangible fixed assets (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2017 £	2016 £
Plant and machinery	343,707	194,078

13. Fixed asset investments

Direct subsidiary undertakings

The following were direct subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Southern Maritime Services Limited	Ordinary	100 %	Stevedoring and general port related activity
Pathfinder Personnel Sheerness Limited	Ordinary	100 %	Port handling services
Southampton Cargo Handling Limited	Ordinary	87 %	Stevedoring, terminal handling and related services

Indirect Subsidiary undertakings

The following were indirect subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Cruise and Passenger Services Limited	Ordinary	87 %	Stevedoring, terminal handling and related services
Pathfinder Personnel Limited	Ordinary	87 %	Agency staffing and recruitment

All of the above companies share the same registered office of Independent Port Handling Limited which is shown on the company information page.

A bank inter-company guarantee exists between all companies within the group headed by Independent Port Handling Limited.

Southern Maritime Services Limited, Pathfinder Personnel Sheerness Limited, Cruise and Passenger Services Limited and Pathfinder Personnel Limited are exempt from audit under section 479a of the Companies Act 2006.

All subsidiaries are incorporated in the United Kingdom.

Notes to the Financial Statements For the Year Ended 31 December 2017

13. Fixed asset investments (continued)

Raw materials and consumables

14.

The aggregate of the share capital and reserves as at 31 December 2017 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share	
	capital and	D 64//1
	reserves £	Profit/(loss)
Southern Maritime Services Limited	116,718	6,618
Pathfinder Personnel Sheerness Limited	54,817	24,593
Southampton Cargo Handling Limited	1,342,130	126,497
Cruise and Passanger Services Limited	918,935	54,681
Pathfinder Personnel Limited	65	58,927
	2,432,665	271,316
Company		
		Investments in subsidiary companies £
Cost or valuation		
At 1 January 2017 and 31 December 2017		1,852,118
Stocks		
	Group 2017	Group 2016

The difference between purchase price or production cost of stocks and their replacement cost is not material.

£

25,163

£

239,958

Notes to the Financial Statements For the Year Ended 31 December 2017

15.	Dehtors	

		As restated		
	Group	Group	Company	Company
	2017	2016	2017	2016
	£	£	£	£
Trade debtors	4,196,560	3,537,978	-	-
Amounts owed by related undertakings	260,500	264,050	260,500	260,500
Other debtors	112,616	173,634	-	-
Prepayments and accrued income	696,361	700,886	-	· -
	5,266,037	4,676,548	260,500	260,500

16. Creditors: Amounts falling due within one year

	Group 2017 £	2016 £	Company 2017 £	Company 2016 £
Bank overdrafts	529,644	860,620	-	-
Bank loans	171,146	175,708	171,146	175,708
Trade creditors	3,425,583	1,868,226	-	-
Amounts owed to group undertakings	-	-	1,645,014	1,392,471
Amounts owed to related undertakings	89,919	-	-	
Corporation tax	89,501	81,245	-	-
Other taxation and social security	320,618	329,187	-	67,245
Obligations under finance leases	71,651	51,112	-	-
Other creditors	198,383	208,713	-	-
Accruals and deferred income	1,076,394	1,505,781	-	-
	5,972,839	5,080,592	1,816,160	1,635,424
•				

Notes to the Financial Statements For the Year Ended 31 December 2017

17. Creditors: Amounts falling due after more than one year

	Group 2017 £	Group 2016 £	Company 2017 £	Company 2016 £
Debentures loans	203,310	203,310	203,310	203,310
Bank loans	27,999	190,104	27,999	190,104
Obligations under finance leases	158,701	105,584	-	-
	390,010	498,998	231,309	393,414

The obligations under finance leases and hire purchase contracts are secured on the assets concerned.

The bank borrowings are secured by way of a guarantee and a fixed and floating charge over the assets of the company.

18. Loans

	Group 2017 £	Group 2016 £	Company 2017 £	Company 2016 £
Amounts falling due within one year				
Bank loans	171,146	175,708	171,146	175,708
	171,146	175,708	171,146	175,708
Amounts falling due 1-2 years				
Bank loans	27,999	175,708	27,999	175,708
Amounts falling due 2-5 years				
Bank loans	-	14,396	-	14,396
Debenture loans	203,310	203,310	203,310	203,310
	203,310	217,706	203,310	217,706
	402,455	569,122	402,455	569,122
	=======================================	=======================================		

The debenture loans relate to redeemable, convertible unsecured loan notes issued under a deed dated 5 December 2008. In accordance with the loan note deed a special resolution was passed during 2014 to extend the redemption date to 7 December 2017. £203,310 (2015: £794,141) of the loan notes are held by the board of directors.

The bank loans shown in notes 16 to 18 are secured by a debenture over the assets of the group. A director has also given a personal guarantee up to £100,000 against bank borrowings.

Notes to the Financial Statements For the Year Ended 31 December 2017

19. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

,	Group 2017 £	Group 2016 £
Within one year	71,651	51,112
Between 1-5 years	158,701	105,584
	230,352	156,696

Finance lease payments represent rentals payable by the company or group for certain items of plant and machinery. Leases included purchase options at the end of the lease period and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rent payments.

20. Financial instruments

	Group 2017 £	Group 2016 £	Company 2017 £	Company 2016 £
Financial assets				
Financial assets that are debt instruments measured at amortised cost	4,996,179	4,387,063	262,188 ———	262,418
Financial liabilities				
Financial liabilities measured at amortised cost	(5,688,613)	(4,973,848)	(2,047,469)	(1,961,593)

Financial assets that are debt instruments measured at amortised cost comprise trade debtors, other debtors, accrued income and cash at bank and in hand.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals, debentures, bank loans and bank overdrafts.

Notes to the Financial Statements For the Year Ended 31 December 2017

21.	Deferred taxation		
	Group		
		2017 £	2016 £
	At beginning of year	(91,555)	(78,609)
	Charged to profit or loss	(993)	(12,946)
	At end of year	(92,548)	(91,555)
	At end of year		
	The provision for deferred taxation is made up as follows:		
		Group 2017 £	Group 2016 £
	Accelerated capital allowances	101,967	92,731
	Short term timing differences	9,419	1,176

Notes to the Financial Statements For the Year Ended 31 December 2017

22. Share capital

		2017	2016
Allotted, called up and fully paid	3	L	L
52,331 Ordinary shares of £1 each		52,331	52,331
	=		

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

On 29 February 2016 the Company re-purchased 123,166 of its shares and cancelled these shares. At the time the Company did not have sufficient distributable to make such a distribution. The company has since transferred reserves from the Capital Redemption reserve to the Profit and Loss reserve to provide sufficient reserves to have made this distribution.

23. Reserves

The company's capital and reserves/(deficit) are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Capital redemption reserve

The capital redemption reserve contains the nominal value of own shares that have been acquired by the company. See note 22 for further details on the movement in this reserve in 2017 year end.

Other reserves

Other reserves arose previously on transition to FRS102 as a result of the re-measurement of debenture loans at present value. As the majority of these debentures have now been repaid this reserve has been released to the profit and losss account.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

24. Capital commitments

At 31 December 2017 the Group and Company had capital commitments as follows:

	Group	Group
	2017	2016
•	£	£
Contracted for but not provided in these financial statements	(108,000)	(108,000)

Notes to the Financial Statements For the Year Ended 31 December 2017

25. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £118,229 (2016 - £78,301). Contributions totalling £20,971 (2016 - £18,766) were payable to the fund at the reporting date.

26. Commitments under operating leases

At 31 December 2017 the Group had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2017 £	Group 2016 £
Not later than 1 year	382,041	385,927
Later than 1 year and not later than 5 years	1,022,307	1,164,786
Later than 5 years	306,667	536,667
	1,711,015	2,087,380

27. Related party transactions

Remuneration of key management personnel

Aggregate compensation to key management personnel amounted to £496,366 (2016: £519,691).

The company has taken advantage of the exemption conferred by FRS 102, section 33 'Related Party Disclosures', not to disclose transactions entered into between wholly owned group companies.

Southampton Cargo Handling Limited is not a wholly owned subsidiary of Independent Port Handling Limited. Accordingly we must therefore disclose within this note any transactions to this company and its subsidiaries.

During the year the group and company transacted with a number of companies that were related by virtue of their common control.

The tables below disclose the transactions and year end balances with these respective related parties.

	Group 2017	Group 2016
•	£	£
Transactions to fellow group undertakings under common control	· -	-
Transactions to companies under common control outside of the group	31,558	10,262
Transactions from fellow group undertakings under common control	188,916	199,373
Transactions from companies under common control outside of the group	245,521	91,773
	465,995	301,408
	=	

Notes to the Financial Statements For the Year Ended 31 December 2017

27. Related party transactions (continued)

	Group 2017 £	Group 2016 £	Company 2017 £	Company 2016 £
Balances as at the year end				
Balances owed by fellow group undertakings under common control	221,844	-	-	-
Balances owed by companies under common control outside the group	267,691	5,050	260,500	-
Balances owed to fellow group undertakings under common control	(1,798,014)	(1,576,131)	(1,645,014)	(1,442,952)
Balances owed to companies under common control outside of the group	(121,555)	- .	-	

28. Controlling party

The company is ultimately controlled by Mr S W Burgess, a director, by virtue of his majority shareholding.