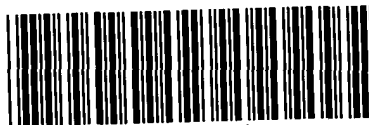


OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

Company Registration Number 07444313

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OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

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The following pages do not form part of the statutory financial statements

OIL CONSULTANTS HOLDCO LIMITED

FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 30 JUNE 2014

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OIL CONSULTANTS HOLDCO LIMITED
OFFICERS AND PROFESSIONAL ADVISERS
YEAR ENDED 30 JUNE 2014

The board of directors

Mr G Lennox
Mr R Fielding
Mrs J E Lennox
Mr D E Spencer
Mrs C Fielding
Mr M L Cooper
Mrs H M Smith
Mrs D Cooper

Business address

Parsons House
Parsons Industrial Estate
Washington
Tyne and Wear
NE37 1EZ

Registered office

Parsons House
Parsons Industrial Estate
Washington
Tyne and Wear
NE37 1EZ

Auditor

Baker Tilly UK Audit LLP
Chartered Accountants
St Philips Point
Temple Row
Birmingham
B2 5AF

Accountants

Baker Tilly Tax and Accounting Limited
Chartered Accountants
St Philips Point
Temple Row
Birmingham
B2 5AF

OIL CONSULTANTS HOLDCO LIMITED

STRATEGIC REPORT

YEAR ENDED 30 JUNE 2014

Principal activity and business review

The principal activity of the company was that of a holding company. The principal activity of the group during the year continued to be that of the recruitment of personnel consultants to the oil and gas industry.

2014 has been another successful year and the significant investment in people and infrastructure, which commenced in 2011 has continued through into the current year. The benefits, which were evident in 2013 have continued into 2014 with an increase in sales of 21%. The average number of staff has increased by 25% year on year, and the number of consultants deployed during the year has also increased along with an expansion of the wide range of technical disciplines provided by the group.

The group has increased its activity with all key customers and has also secured a number of new accounts during the year.

The growth of the business and consequent increase in the working capital requirement continues to be funded entirely by the shareholders, although alternative sources of capital may be utilised for the coming year. This gives the company the flexibility to make long term strategic investments that are key to continuing the success of the business.

Principal risks and uncertainties

The group makes little use of financial instruments other than an operational bank account and loan notes with the directors. Therefore, its exposure to price risk, credit risk, liquidity risk and cash-flow risk is not material for the assessment of the assets liabilities, financial position and profit and loss of the company. Further details surrounding the loan notes are shown in notes 16 and 19.

Signed on behalf of the directors



Mr D E Spencer

Approved by the directors on 26 March 2015

OIL CONSULTANTS HOLDCO LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 JUNE 2014

The directors present their report and the financial statements of the group for the year ended 30 June 2014.

Future developments

The growth of the business and consequent increase in the working capital requirement continues to be funded entirely by the shareholders, although alternative sources of capital may be reviewed for the coming year. This gives the group the flexibility to make long term strategic investments that are key to continuing the success of the business.

The market outlook remains very positive with new projects coming on stream supporting the business growth on a global basis. The group is well placed to take advantage of this given the increased investment in human resources and infrastructure in the group over the past years.

Results and dividends

The profit for the year, after taxation, amounted to £323,455. The directors have not recommended a dividend.

Directors

The directors who served the company during the year were as follows:

Mr G Lennox
Mr R Fielding
Mrs J E Lennox
Mr D E Spencer
Mrs C Fielding
Mr M L Cooper
Mrs H M Smith
Mrs D Cooper

Mrs C Fielding was appointed as a director on 25 October 2013.

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the group for that year.

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

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

OIL CONSULTANTS HOLDCO LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 JUNE 2014

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are, individually, aware:

- there is no relevant audit information of which the group's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Strategic report

The company has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out in the company's strategic report information required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

Auditor

Baker Tilly Audit Limited ceased trading on 31 March 2014. The directors, having been notified of the cessation of trade of Baker Tilly Audit Limited, appointed Baker Tilly UK Audit LLP as Auditor on 1 April 2014 to fill the casual vacancy. In accordance with the Companies Act 2006 a resolution proposing the appointment of Baker Tilly UK Audit LLP as Auditor will be put to the members.

Signed on behalf of the directors



Mr D E Spencer

Approved by the directors on 26 March 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OIL CONSULTANTS HOLDCO LIMITED

We have audited the group and parent company financial statements ("the financial statements") of Oil Consultants Holdco Limited for the year ended 30 June 2014 on pages 7 to 24. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on pages 3 to 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and parent company's affairs as at 30 June 2014 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
OIL CONSULTANTS HOLDCO LIMITED (CONTINUED)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Baker Tilly UK Audit LLP

Richard Eccles, Senior Statutory Auditor
For and on behalf of

Baker Tilly UK Audit LLP, Statutory Auditor
Chartered Accountants
St Philips Point
Temple Row
Birmingham
B2 5AF

..... *30/3/15*

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED PROFIT AND LOSS ACCOUNT
YEAR ENDED 30 JUNE 2014

	Note	2014 £	2013 £
Group turnover	2	33,602,145	27,879,033
Cost of sales		(27,269,539)	(22,993,718)
Gross profit		<u>6,332,606</u>	<u>4,885,315</u>
Administrative expenses		(4,029,200)	(2,726,247)
Operating profit	3	<u>2,303,406</u>	<u>2,159,068</u>
Interest payable and similar charges	6	(580,161)	(534,465)
Profit on ordinary activities before taxation		<u>1,723,245</u>	<u>1,624,603</u>
Tax on profit on ordinary activities	7	(1,399,568)	(1,132,537)
Profit on ordinary activities after taxation		<u>323,677</u>	<u>492,066</u>
Minority interests		(222)	859
Profit attributable to members of the parent company	8	<u>323,455</u>	<u>492,925</u>
Profit for the financial year		<u><u>323,455</u></u>	<u><u>492,925</u></u>

All of the activities of the group are classed as continuing.

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

The notes on pages 12 to 24 form part of these financial statements.

OIL CONSULTANTS HOLDCO LIMITED
CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND
LOSSES
YEAR ENDED 30 JUNE 2014

	2014 £	2013 £
Profit for the financial year attributable to the shareholders of the parent company	323,455	492,925
Currency translation differences on retranslation of net assets of subsidiaries	<u>6,940</u>	<u>(17)</u>
Total gains and losses recognised since the last annual report	<u>330,395</u>	<u>492,908</u>

The notes on pages 12 to 24 form part of these financial statements.

OIL CONSULTANTS HOLDCO LIMITED

CONSOLIDATED BALANCE SHEET

30 JUNE 2014

	Note	2014 £	2013 £
Fixed assets			
Intangible assets	9	2,014,135	2,136,824
Tangible assets	10	49,953	57,420
		<u>2,064,088</u>	<u>2,194,244</u>
Current assets			
Debtors	12	6,765,457	5,172,239
Cash at bank		1,591,637	2,197,166
		<u>8,357,094</u>	<u>7,369,405</u>
Creditors: amounts falling due within one year	14	<u>(4,243,953)</u>	<u>(3,713,037)</u>
Net current assets		4,113,141	3,656,368
Total assets less current liabilities		<u>6,177,229</u>	<u>5,850,612</u>
Creditors: amounts falling due after more than one year	15	(5,303,561)	(5,303,561)
Provisions for liabilities			
Deferred taxation	13	—	(4,000)
		<u>873,668</u>	<u>543,051</u>
Capital and reserves			
Called-up share capital	19	1,000	1,000
Profit and loss account	20	873,305	542,910
Shareholders' funds	21	<u>874,305</u>	<u>543,910</u>
Minority interests		<u>(637)</u>	<u>(859)</u>
		<u>873,668</u>	<u>543,051</u>

These accounts were approved by the directors and authorised for issue on 26 March 2015, and are signed on their behalf by:

Mr D E Spencer
Director

David Spencer

The notes on pages 12 to 24 form part of these financial statements.

OIL CONSULTANTS HOLDCO LIMITED*Registered Number 07444313***COMPANY BALANCE SHEET****30 JUNE 2014**

		2014		2013	
	Note	£	£	£	£
Fixed assets					
Investments	11		4,536,685		4,536,685
Creditors: amounts falling due within one year	14		—		(330,862)
Total assets less current liabilities			4,536,685		4,205,823
Creditors: amounts falling due after more than one year	15		(6,214,584)		(5,303,561)
			<u>(1,677,899)</u>		<u>(1,097,738)</u>
Capital and reserves					
Called-up share capital	19		1,000		1,000
Profit and loss account	20		(1,678,899)		(1,098,738)
Shareholders' funds			<u>(1,677,899)</u>		<u>(1,097,738)</u>

These accounts were approved by the directors and authorised for issue on 26 March 2015, and are signed on their behalf by:

Mr D E Spencer
Director



The notes on pages 12 to 24 form part of these financial statements.

OIL CONSULTANTS HOLDCO LIMITED

CONSOLIDATED CASH FLOW

YEAR ENDED 30 JUNE 2014

	Note	2014		2013	
		£	£	£	£
Net cash inflow from operating activities	23		1,423,706		863,962
Returns on investments and Servicing of finance					
Interest paid		(580,161)		(534,465)	
Net cash outflow from returns on investments and servicing of finance			(580,161)		(534,465)
Taxation			(1,426,155)		(167,731)
Capital expenditure					
Payments to acquire tangible fixed assets		(22,919)		(24,646)	
Net cash outflow from capital expenditure			(22,919)		(24,646)
Acquisitions and disposals					
Payment of deferred consideration		—		(207,700)	
Net cash outflow from acquisitions and disposals			—		(207,700)
Cash outflow before financing			(605,529)		(70,580)
Financing					
Increase in loan notes		905,000		250,000	
Repayment of loan notes		(905,000)		—	
Net cash inflow from financing			—		250,000
(Decrease)/increase in cash	23		(605,529)		179,420

The notes on pages 12 to 24 form part of these financial statements.

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

The company relies on the shareholders and the loan note holders for financial support. The shareholders have undertaken to maintain the existing financial support to enable the company to meet its debts as they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over twenty years from the year of acquisition. The results of companies acquired or disposed of are included in the consolidated profit and loss account after or up to the date that control passes respectively. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group consolidated financial statements by virtue of section 408 of the Companies Act 2006.

Turnover

Turnover represents amounts receivable for services provided in the normal course of business during the year, inclusive of withholding taxes but exclusive of Value Added Tax.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated by reference to the value of work performed to date as a proportion of the total contract value.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the estimated useful economic life of that asset as follows:

Goodwill - 20 years

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Cost represents purchase price together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of an asset, less estimated residual value, over the useful economic life of that asset as follows:

Plant & machinery - 20% straight line

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

1. Accounting policies *(continued)*

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

The assets of the scheme are held separately from those of the group in an independently administered fund.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more or a right to pay less tax in the future have occurred by the balance sheet date with certain limited exceptions.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions, or at an average rate for the period if the rates do not fluctuate significantly. Monetary assets and liabilities are translated at year end exchange rates or, where appropriate, at rates of exchange fixed under the terms of the relevant transaction. The resulting exchange rate differences are charged to the profit and loss account.

The profit and loss account of the overseas' subsidiaries are translated into sterling at average rates of exchange prevailing during the year. The net assets are translated at year end rates and the difference on exchange is recorded as a reserve movement.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Investments

Investments in group companies are stated at cost less provision for diminution in value.

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the group.

An analysis of turnover is given below:

	2014	2013
	£	£
United Kingdom	4,151,045	3,375,127
Overseas	29,451,100	24,503,906
	<u>33,602,145</u>	<u>27,879,033</u>

3. Operating profit

Operating profit is stated after charging/(crediting):

	2014	2013
	£	£
Amortisation of intangible assets	122,689	122,689
Depreciation of owned fixed assets	30,386	26,039
Operating lease costs:		
-Other	104,114	74,319
Net loss/(profit) on foreign currency translation	238,419	(51,402)
Auditor's remuneration - audit of the financial statements	15,850	13,400
Auditor's remuneration - other fees	<u>9,950</u>	<u>6,250</u>
	2014	2013
	£	£
Auditor's remuneration - audit of the financial statements	<u>15,850</u>	<u>13,400</u>
Auditor's remuneration - other fees:		
- Taxation services	2,450	2,000
- Accountancy	2,500	4,250
- Tax advisory services	5,000	-
	<u>9,950</u>	<u>6,250</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

4. Particulars of employees

The average number of staff employed by the group during the financial year amounted to:

	2014	2013
	No	No
Number of administrative staff	<u>60</u>	<u>48</u>

The aggregate payroll costs of the above were:

	2014	2013
	£	£
Wages and salaries	1,887,848	1,349,204
Social security costs	126,540	99,520
Other pension costs	77,519	47,545
	<u>2,091,907</u>	<u>1,496,269</u>

5. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	2014	2013
	£	£
Remuneration receivable	159,808	168,720
Value of company pension contributions to money purchase schemes	—	6,328
	<u>159,808</u>	<u>175,048</u>

6. Interest payable and similar charges

	2014	2013
	£	£
Other interest payable	<u>580,161</u>	<u>534,465</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

7. Taxation on ordinary activities

(a) Analysis of charge in the year

	2014		2013
	£	£	£
UK taxation			
In respect of the year:			
UK Corporation tax	453,480		422,924
(Over)/under provision in prior year	(1,850)		2,266
	451,630		425,190
Double taxation relief	(273,760)		(252,298)
	177,870		172,892
Foreign tax			
Current tax on income for the year	1,234,036		969,645
	1,411,906		1,142,537
Deferred tax:			
Origination and reversal of timing differences	(12,338)		(10,000)
Total deferred tax (note 13)	(12,338)		(10,000)
Tax on profit on ordinary activities	1,399,568		1,132,537

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 22.50% (2013 - 23%).

	2014	2013
	£	£
Profit on ordinary activities before taxation	1,723,245	1,624,603
Profit on ordinary activities by rate of tax	387,730	383,379
Effects of:		
Expenses not deductible for tax purposes	3,911	(10,353)
Capital allowances for period in excess of depreciation	3,047	2,129
Tax chargeable at lower rates	20,342	13,367
Adjustments to tax charge in respect of previous periods	(1,850)	2,266
Amortisation	27,605	27,612
Double taxation relief	(273,760)	(252,298)
Overseas tax	1,234,036	969,645
Sundry tax adjusting items	10,845	6,790
Total current tax (note 7(a))	1,411,906	1,142,537

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

7. Taxation on ordinary activities *(continued)*

(c) Factors that may affect future tax charges

There are no factors which are expected to significantly affect future charges.

8. Loss attributable to members of the parent company

The loss dealt with in the financial statements of the parent company was £580,161 (2013 – loss of £534,465).

9. Intangible fixed assets

Group	Goodwill £
Cost	
At 1 July 2013 and 30 June 2014	2,453,770
Amortisation	
At 1 July 2013	316,946
Charge for the year	122,689
At 30 June 2014	439,635
Net book value	
At 30 June 2014	2,014,135
At 30 June 2013	2,136,824

10. Tangible fixed assets

Group	Plant & machinery £
Cost	
At 1 July 2013	131,034
Additions	22,919
At 30 June 2014	153,953
Depreciation	
At 1 July 2013	73,614
Charge for the year	30,386
At 30 June 2014	104,000
Net book value	
At 30 June 2014	49,953
At 30 June 2013	57,420

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

11. Investments

Company	Group companies £
Cost	
At 1 July 2013 and 30 June 2014	<u>4,536,685</u>
Net book value	
At 30 June 2014 and 30 June 2013	<u>4,536,685</u>

Subsidiary undertakings

Name of undertaking	Country of incorporation	Principal activity	Percentage of shares held
Oil Consultants Limited	England	Recruitment for the oil and gas industry	100%
Oil Consultants UK Limited	China	Recruitment for the oil and gas industry	100%
Oil Consultants PTY	Australia	Recruitment for the oil and gas industry	95%
OGSR Consultants Inc	USA	Recruitment for the oil and gas industry	100%
Oil Consultants Malaysia SDN BHD	Malaysia	Recruitment for the oil and gas industry	100%
PT Oil Consultants Indonesia	Indonesia	Recruitment for the oil and gas industry	100%

12. Debtors

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Trade debtors	6,554,198	4,927,202	–	–
Other debtors	–	187	–	–
Deferred taxation (Note 13)	8,338	–	–	–
Prepayments and accrued income	202,921	244,850	–	–
	<u>6,765,457</u>	<u>5,172,239</u>	<u>–</u>	<u>–</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

13. Deferred taxation

The movement in the deferred taxation asset during the year was:

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Provision brought forward	(4,000)	(14,000)	-	-
Increase in asset	12,338	10,000	-	-
Asset/Provision carried forward	<u>8,338</u>	<u>(4,000)</u>	<u>-</u>	<u>-</u>

The group's asset for deferred taxation consists of the tax effect of timing differences in respect of:

Group	2014		2013	
	Provided	Unprovided	Provided	Unprovided
	£	£	£	£
Excess of taxation allowances over depreciation on fixed assets	(7,203)	-	(10,000)	-
Other timing differences	15,541	-	6,000	-
	<u>8,338</u>	<u>-</u>	<u>(4,000)</u>	<u>-</u>

14. Creditors: amounts falling due within one year

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Trade creditors	3,555,959	3,095,148	-	-
Amounts owed to group undertakings	-	-	-	330,862
Corporation tax	18,094	32,343	-	-
VAT	169,849	196,030	-	-
Other creditors	87,298	22,281	-	-
Accruals and deferred income	412,753	367,235	-	-
	<u>4,243,953</u>	<u>3,713,037</u>	<u>-</u>	<u>330,862</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

15. Creditors: amounts falling due after more than one year

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Loan notes	5,303,561	5,303,561	5,303,561	5,303,561
Amounts owed to group undertakings	–	–	911,023	–
	<u>5,303,561</u>	<u>5,303,561</u>	<u>6,214,584</u>	<u>5,303,561</u>

Interest is paid on the loan notes from the date of payment of the notes until the notes are redeemed. The interest will be based on the principal amount of the loan and is charged to the profit and loss in the year to which it relates. Redemption of the notes is due on 30 November 2015 when the principal amount is due to be repaid by the company along with any accrued interest. However, the loan note holders have confirmed that the loan notes will not be repayable until the company is in a position to repay them, which will be no earlier than 31 March 2016.

Default on any of the terms in the loan note agreement will result in immediate repayment of the principal amount of the loan along with any accrued interest.

Further details on the loan notes can be found in note 18 to these financial statements.

16. Derivatives

The group does not hold any financial instruments that fall to be classed as derivatives, other than the loan notes, which are detailed in note 15.

17. Commitments under operating leases

At 30 June 2014 the group had annual commitments under non-cancellable operating leases as set out below.

Group	Land and buildings	
	2014	2013
	£	£
Operating leases which expire:		
Within 1 year	31,500	–
Within 2 to 5 years	–	31,500
	<u>31,500</u>	<u>31,500</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

18. Related party transactions

The company has taken advantage of the exemption in FRS8 'Related Party Disclosures' from disclosing transactions with other members of the group which are wholly owned subsidiaries.

During the year the group paid £137,306 (2013: £129,364) was paid for consultancy services to Pre Eminent Solutions LLP, a partnership controlled by R Fielding and G Lennox, which is registered in England & Wales. In addition the group made recharges of £1,881 (2013: £Nil) to Pre Eminent Solutions LLP. At 30 June 2014 the group owed Pre Eminent Solutions LLP £16,782 (2013: £Nil).

D E Spencer is a partner of DLJ Advisory Services LLP, which is registered in England & Wales. During the year £Nil (2013: £48,765) was paid for consultancy services to DLJ Advisory Services LLP.

R Fielding, D E Spencer, G Lennox, and H M Smith are all directors and shareholders of Social Appreciation Limited, a company registered in England & Wales. During the year £7,884 (2013: £Nil) was paid for the provision of IT services to Social Appreciation Limited.

R Fielding, D E Spencer, G Lennox, M L Cooper and H M Smith are all directors and shareholders of Rust Resources Holdco Limited, a company registered in England & Wales. During the year £130,795 (2013: £Nil) was paid for outsourcing services to Rust Resources Limited, a 100% subsidiary of Rust Resources Holdco Limited in which R Fielding, D E Spencer and G Lennox are directors. In addition the group made recharges of £2,702 (2013: £Nil) to Rust Resources Limited. At 30 June 2014 the group owed Rust Resources Limited £8,705 (2013: £Nil), and was owed £1,198 (2013: £Nil).

These transactions were undertaken at market value on an arms length basis.

Included within other creditors at the balance sheet date, are loan notes payable to the directors and their partners to the value of;

	2014	2013
	£	£
G Lennox & A Lennox held equally	1,848,058	1,848,058
R Fielding & C Fielding held equally	1,848,058	1,848,058
D E Spencer & L Spencer held equally	295,945	295,945
M L Cooper	597,100	597,100
D M Cooper	389,400	389,400
H Smith & R Smith held equally	325,000	325,000
	<u>5,303,561</u>	<u>5,303,561</u>

Loan notes of £3,419,000 (2013: £3,419,000) bear interest at 10%, £800,000 (2013: £800,000) bear interest at 8% and £1,084,561 (2013: £1,084,561) bear interest at 12% per annum. These transactions were undertaken at market value, all transactions were on an arms length basis. The loan notes are due for repayment on the fifth anniversary of the acquisition.

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

18. Related party transactions (continued)

In addition, during the year additional loans of £905,000 in total were introduced and repaid within the year as follows:

	2014
	£
D M Cooper	-
M L Cooper	95,000
G Lennox	171,950
A Lennox	171,950
R Fielding	171,950
C Fielding	171,950
D E Spencer	36,100
L Spencer	36,100
H Smith	25,000
R Smith	25,000
	<u>905,000</u>

Interest of £54,000 in total was paid in the year on these loans;

19. Share capital

Allotted, called up and fully paid:

	2014		2013
	No	£	No
	1,000	1,000	1,000
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

20. Reserves

Group	Profit and loss account £
Balance brought forward	542,910
Profit for the year	323,455
Foreign currency retranslation	6,940
Balance carried forward	<u>873,305</u>
 Company	 Profit and loss account £
Balance brought forward	(1,098,738)
Loss for the year	(580,161)
Balance carried forward	<u>(1,678,899)</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

21. Reconciliation of movements in shareholders' funds

	2014	2013
	£	£
Profit for the financial year	323,455	492,925
Foreign currency retranslation	6,940	(17)
Net addition to shareholders' funds	330,395	492,908
Opening shareholders' funds	543,910	51,002
Closing shareholders' funds	<u>874,305</u>	<u>543,910</u>

22. Minority interests

The minority interest relates to a 5% shareholding held by a third party in Oil Consultants PTY.

	2014	2013
	£	£
At 1 July 2013	(859)	–
Share of profit/(loss) for the year	222	(859)
At 30 June 2014	<u>(637)</u>	<u>(859)</u>

23. Notes to the cash flow statement

Reconciliation of operating profit to net cash inflow from operating activities

	2014	2013
	£	£
Operating profit	2,303,406	2,159,068
Amortisation	122,689	122,689
Depreciation	30,386	26,039
Foreign currency translation differences	6,940	(17)
Increase in debtors	(1,584,880)	(2,010,576)
Increase in creditors	545,165	566,759
Net cash inflow from operating activities	<u>1,423,706</u>	<u>863,962</u>

OIL CONSULTANTS HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 JUNE 2014

23. Notes to the cash flow statement (continued)

Reconciliation of net cash flow to movement in net debt

	2014		2013	
	£	£	£	£
(Decrease)/increase in cash in the period	(605,529)		179,420	
Net cash (inflow) from loan notes	<u>—</u>		<u>(250,000)</u>	
Change in net debt		(605,529)		(70,580)
Reallocation from operating activities to net debt		—		(207,700)
		<u>—</u>		<u>(278,280)</u>
Net debt at 1 July 2013		(3,106,395)		(2,828,115)
Net debt at 30 June 2014		<u>(3,711,924)</u>		<u>(3,106,395)</u>

Analysis of changes in net debt

	At 1 July 2013 £	Cash flows £	At 30 June 2014 £
Net cash:			
Cash in hand and at bank	<u>2,197,166</u>	<u>(605,529)</u>	<u>1,591,637</u>
Debt:			
Debt due after 1 year	<u>(5,303,561)</u>	<u>—</u>	<u>(5,303,561)</u>
Net debt	<u>(3,106,395)</u>	<u>(605,529)</u>	<u>(3,711,924)</u>

24. Post balance sheet events

Subsequent to the year end, the group has made use of an invoice financing facility agreement which is secured by fixed and floating charges over the assets of the company.

25. Ultimate controlling party

The directors do not consider there to be any one controlling party.