

# **NDE Global Technical Services UK Limited**

## **Report and Financial Statements**

31 December 2014

TUESDAY



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18/08/2015

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COMPANIES HOUSE

**Directors**

A Chant  
D Davies  
G Higgins  
A Jackson

**Secretary**

D Perrett

**Auditors**

Ernst & Young LLP  
Bedford House  
16 Bedford Street  
Belfast BT2 7DT

**Registered Office**

ERA Building Cleeve Road  
Leatherhead  
Surrey KT22 7SA

Registered No. 08454313

## Directors' report

The directors present their report and financial statements for the year ended 31 December 2014.

### Results and dividends

The loss for the year after taxation amounted to £180,000 (2013: £nil). The directors do not recommend a final dividend.

### Principal activities and review of the business

The Company was incorporated on 21 March 2013 as De Facto 2015 and changed its name to NDE Global Technical Services UK Limited on 14 May 2013. The Company acts as an intermediate holding company and provides payroll services to other companies in the Edif Group.

### Directors

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

C Belloni (appointed 4 March 2014, resigned 10 February 2015)

A Chant (appointed 4 March 2014)

D Davies

G Higgins (appointed 30 June 2014)

A Jackson

C Fairey (appointed 4 March 2014, resigned 30 June 2014)

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditors

A resolution to appoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

### Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006. A Strategic Report has not been prepared as allowed by the small companies regime within Part 15 of the Companies Act 2006.

By order of the Board



G Higgins  
Director

23 July 2015

## Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors 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 of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

# **Independent auditors' report**

## **to the members of NDE Global Technical Services UK Limited**

We have audited the financial statements of NDE Global Technical Services UK Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 17. 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 page 2, 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**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss 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 matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# Independent auditors' report

to the members of NDE Global Technical Services UK Limited

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

## Other matter

The corresponding figures for the period ended 31 December 2013 were unaudited.



Keith Jess (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Belfast

23 July 2015

## Profit and loss account

for the year ended 31 December 2014

		Year ended 31 December 2014	Unaudited 21 March to 31 December 2013
	Notes	£000	£000
Operating income		298	104
Administrative expenses		(302)	(104)
<b>Operating loss</b>	2	(4)	-
Interest payable and similar charges	5	(176)	-
<b>Loss on ordinary activities before taxation</b>		(180)	-
Tax	6	-	-
<b>Loss for the financial year</b>	12	(180)	-

All amounts relate to continuing activities.

## Statement of total recognised gains and losses

for the year ended 31 December 2014


There are no recognised gains or losses other than the loss attributable to the shareholders of the company of £180,000 in the year ended 31 December 2014 (2013: £nil).

## Balance sheet

for the year ended 31 December 2014

		2014	Unaudited 2013
	Notes	£000	£000
<b>Fixed assets</b>			
Investments	7	6,292	-
<b>Current assets</b>			
Debtors	8	265	6
<b>Creditors:</b> amounts falling due within one year	9	(1,156)	(6)
<b>Net current liabilities</b>		(891)	-
<b>Total assets less current liabilities</b>		5,401	-
<b>Creditors:</b> amounts falling due after more than one year	10	(5,581)	-
<b>Net liabilities</b>		(180)	-
<b>Capital and reserves</b>			
Called up share capital	11	-	-
Profit and loss account	12	(180)	-
<b>Shareholders' deficit</b>	13	(180)	-

The financial statements were approved and authorised for issue by the Board of Directors on 23 July 2015 and were signed on its behalf by:

  
G Higgins  
Director



## Notes to the financial statements

at 31 December 2014

### 1. Accounting policies

#### ***Basis of preparation***

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

#### ***Group financial statements***

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements because it is a wholly owned subsidiary of Edif Group Limited, which prepares group financial statements which are publically available and in which the results of the company are consolidated. These financial statements present information about the Company as an individual undertaking and not about its group.

#### ***Going concern***

At 31 December 2014 the Company had net current liabilities of £891,000 (2013: £nil) and net liabilities of £180,000 (2013: £nil). The Company meets its day to day working capital requirements through its ultimate parent Edif Group Limited's cash and banking facilities.

The Company's Directors have considered the forecasts and projections of the Company and its ultimate parent Edif Group Limited, taking into account reasonably possible changes in trading performance. After making enquires, the Directors have a reasonable expectation that the Company with the support of its ultimate parent, Edif Group Limited, has adequate resources to continue in operational existence for the foreseeable future. Accordingly they have prepared the financial statements on a going concern basis.

#### ***Statement of cash flows***

Under FRS 1 the Company is exempt from the requirement to prepare a statement of cash flows on the grounds that a parent undertaking includes the Company in its own published group financial statements.

#### ***Investments***

Investments in subsidiary undertakings, associates and joint ventures are stated at cost less amounts written off.

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

#### ***Deferred taxation***

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

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

#### ***Operating income***

The company performs payroll services for other group undertakings and recharges these payroll costs to these undertakings. These recharges are recognised to the extent that it is probable that the economic benefits will flow to the company and the amount can be reliably measured.

## Notes to the financial statements (continued)

for the year ended 31 December 2014

### 1. Accounting policies (continued)

#### *Foreign currencies*

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

#### *Pensions*

### 2. Operating loss

Operating loss is stated after charging/(crediting):

	<i>Year ended 31 December</i>	<i>Unaudited 21 March to 31 December</i>
	<i>2014</i>	<i>2013</i>
	<i>£000</i>	<i>£000</i>
Auditors remuneration	1	-
Foreign exchange loss	(3)	-

Audit remuneration for the current and previous years has been borne by Boldbrink Limited, a subsidiary undertaking of the company. Fees paid to the company's auditor Ernst & Young LLP and its associates for services other than the statutory audit of the company's financial statements are not disclosed in the company's financial statements since the financial statements of Edif Group Limited, the company's ultimate UK incorporated parent disclose non audit fees on a consolidated basis.

### 3. Staff costs

	<i>Year ended 31 December</i>	<i>Unaudited 21 March to 31 December</i>
	<i>2014</i>	<i>2013</i>
	<i>£000</i>	<i>£000</i>
Salaries and short-term employment benefits	241	92
Social security costs	30	12
Payments to defined contribution pension plans	1	-
	<u>272</u>	<u>104</u>

## Notes to the financial statements (continued)

for the year ended 31 December 2014

### 3. Staff costs (continued)

The average monthly number of employees during the period (including directors) was as follows:

	<i>Unaudited</i>
<i>Year ended</i>	<i>21 March to</i>
<i>31 December</i>	<i>31 December</i>
<i>2014</i>	<i>2013</i>
<i>No.</i>	<i>No.</i>
Sales and administration	
3	1

### 4. Directors' remuneration

The following directors' remuneration in respect of qualifying services provided to the company and its subsidiaries was paid in the year:

	<i>Unaudited</i>
<i>Year ended</i>	<i>21 March to</i>
<i>31 December</i>	<i>31 December</i>
<i>2014</i>	<i>2013</i>
<i>£000</i>	<i>£000</i>
Remuneration	
140	92
Contributions to defined contribution pension schemes	
-	-
140	92

### 5. Interest payable and similar charges

	<i>Unaudited</i>
<i>Year ended</i>	<i>21 March to</i>
<i>31 December</i>	<i>31 December</i>
<i>2014</i>	<i>2013</i>
<i>£000</i>	<i>£000</i>
Interest payable to group undertakings	
176	-
176	-

## Notes to the financial statements (continued)

for the year ended 31 December 2014

### 6. Tax

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	<i>Unaudited</i>
<i>Year ended</i>	<i>21 March to</i>
<i>31 December</i>	<i>31 December</i>
<i>2014</i>	<i>2013</i>
<i>£000</i>	<i>£000</i>
<b>Current tax:</b>	
UK corporation tax on the loss for the year	—
<b>Deferred tax:</b>	
Origination and reversal of timing differences	—
Tax on loss on ordinary activities (note 7(b))	—

(b) Factors affecting tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 21.5% (2013 – 23%). The differences are explained below:

	<i>Unaudited</i>
<i>Year ended</i>	<i>21 March to</i>
<i>31 December</i>	<i>31 December</i>
<i>2014</i>	<i>2013</i>
<i>£000</i>	<i>£000</i>
Loss on ordinary activities before tax	(180)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5% (2013 – 23.25%)	(39)
<b>Effects of:</b>	
Expenses not deductible for tax purposes	—
Group relief surrendered for nil consideration	39
Current tax for the year (note 7(a))	—

## Notes to the financial statements (continued)

for the year ended 31 December 2014

### 7. Investments

*Subsidiary  
undertakings  
£000*

Cost:

Additions during the year

6,292

At 31 December 2014

6,292

Net book value:

At 31 December 2014

6,292

On 27 June 2014 the company acquired the entire share capital of Boldbrink Limited for a cash consideration of £5,104,000 with further cash payments of £900,000 payable to the vendors contingent upon these vendors remaining employed within the edif Group until the first anniversary the acquisition date. Fees incurred of £270,000 have also been capitalised as part of the investment carrying value.

Further on 18 June 2014 the company acquired 51% of the share capital of CTSI Oil and Gas Projects Nigeria Limited for a cash consideration of £18,000.

The principal undertakings in which the Company's interests at the year-end is more than 20% are as follows:

<i>Subsidiary undertaking</i>	<i>Country of incorporation</i>	<i>Principal activity</i>	<i>Holding</i>	<i>Class and percentage of shares held</i>
Boldbrink Limited	England	Inspection services	Ordinary shares	100%
CTSI Oil and Gas Projects Nigeria Limited	Nigeria	Inspection services	Ordinary shares	51%

### 8. Debtors

*Unaudited*

*2014      2013*

*£000      £000*

Amounts owed by group undertakings

265

6

265

6

### 9. Creditors: amounts falling due within one year

*Unaudited*

*2014      2013*

*£000      £000*

Amounts owed to group undertakings

229

-

Other taxes and social security costs

-

6

Other creditors

15

-

Accruals and deferred consideration

912

-

1,156

6

## Notes to the financial statements (continued)

for the year ended 31 December 2014

### 10. Creditors: amounts falling due after more than one year

	2014	Unaudited 2013
	£000	£000
Amounts owed to group undertaking	5,581	-
	<u>5,581</u>	<u>-</u>

Amounts owed to group undertaking represent an unsecured loan from a parent company, Edif Group Management Limited with interest accruing on the principal at the rate of 6.5% per annum. This loan matures in March 2021.

### 11. Issued share capital

	2014	2014	Unaudited 2013	Unaudited 2013
	No.	£	No.	£
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	2	<u>2</u>	2	<u>2</u>

### 12. Movements on reserves

	Profit and loss account £000
At 1 January 2014	-
Loss for the year	(180)
At 31 December 2014	<u>(180)</u>

### 13. Reconciliation of shareholders' funds

	2014	Unaudited 2013
	£000	£000
Loss for the year	(180)	-
Net reduction in shareholders' funds	(180)	-
Opening shareholders' deficit	-	-
Closing shareholders' deficit	<u>(180)</u>	<u>-</u>

### 14. Pensions

The Company operates defined contribution pension schemes. The pension cost charge for the period represents contributions payable by the Company to the scheme and amounted to £1,000 (2013: £nil).

## **Notes to the financial statements (continued)**

for the year ended 31 December 2014

### **15. Related party transactions**

As the Company is wholly owned subsidiary of Edif Group Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

### **16. Ultimate parent undertaking and controlling party**

The Company is a subsidiary undertaking of NDE Global Technical Services GmbH, which is incorporated in Germany.

The largest and smallest group in which the results of the Company are consolidated is that headed by Edif Group Limited, the ultimate parent undertaking, incorporated in England & Wales. The group financial statements of this group are available from Cleeve Road, Leatherhead, Surrey KT22 7SA.