FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

Company Registration Number: 09741664

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# FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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# COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2022

# **DIRECTORS**

L A Willsey (resigned 30 March 2023)

A Zervas

Z A Babaloglu (appointed 16 March 2022)

C Wrightson (resigned 16 March 2022)

## **SECRETARY**

The company does not have an appointed secretary

# **REGISTERED OFFICE**

28/29 Carlton Road Business Park Carlton Road Ashford Kent TN23 1EF

# PRINCIPAL PLACE OF BUSINESS

28/29 Carlton Road Business Park Carlton Road Ashford Kent TN23 1EF

# **COMPANY REGISTRATION NUMBER**

09741664 England and Wales

# **AUDITORS**

Mazars LLP First Floor 2 Chamberlain Square Birmingham B3 3AX

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report with the audited financial statements of the company for the year ended 31 December 2022.

The comparative figures are for the period from 1 July 2021 to 31 December 2021.

# **DIRECTORS**

The following directors held office during the year and to the date of signing:

- L A Willsey (resigned 30 March 2023)
- A Zervas
- Z A Babaloglu (appointed 16 March 2022)
- C Wrightson (resigned 16 March 2022)

No director had any interest, including family interests, in the shares of the company during the year under review.

#### PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was the provision of inspecting lifting and handling equipment.

## **RESULTS AND APPROPRIATIONS**

The results of the year's trading, the financial position of the company and the transfer to reserves are shown in the annexed financial statements.

## PRINCIPAL RISKS AND UNCERTAINTIES

As with many businesses, the company operations expose it to a variety of financial risks and macro economic factors of an uncertain nature such as changes in inflation and interest rates which have had a significant bearing on the company results for the year under review. The risks are constantly monitored, and systems put in place to minimise them, as detailed below:

#### a) Interest rate risk

The company finances its operations through retained profit. The directors do not believe the company has any interest rate risk.

## b) Liquidity risk

The directors manage liquidity risk by ensuring the group has sufficient cash and cash equivalents to fund the operations.

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

## PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

#### c) Credit risk

The main risk comes from trade debtors. To minimise the risk, credit limits are set, and these are regularly updated based on the credit rating of the customer, and any other information the group believes is useful. Aged debtors are regularly reviewed and managed through regular contact with the customers.

## **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

Likely future developments are that the company will continue to develop its trade.

With the above mentioned risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen events outside of our control.

## **FINANCIAL INSTRUMENTS**

The company has a normal level of exposure to price, credit, liquidity and cash flow risks arising from trading activities which are only conducted in sterling. The company does not enter into any hedging transactions.

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations and in accordance with United Kingdom Generally Accepted Accounting Practice.

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, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- · Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements

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 to 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.

#### **POST BALANCE SHEET EVENTS**

There were no matters to report as post balance sheet events.

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

# STATEMENT OF DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors at the date of approval of this report confirm that:

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

# **AUDITOR**

The auditor, Mazars LLP, have expressed their willingness to continue in office, and in accordance with section 485 of the Companies Act 2006 a resolution proposing their reappointment will be submitted at a General Meeting of the company.

## BY ORDER OF THE BOARD

Z A Babaloglu

Director

osp. 18/01/2024

Date approved by the board:

# INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

# Independent auditor's report to the members of TSL Inspections Ltd

# **Opinion**

We have audited the financial statements of TSL Inspections Ltd (the 'company') for the year ended 31 December 2022 which comprises of the income statement and statement of comprehensive income, statement of financial position, statement of changes in equity 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 FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its 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 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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# INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

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

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

## Matters on which we are required to report by exception

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

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

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

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# INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

## **Responsibilities of Directors**

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### 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 the financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation and anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company
  is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance
  with laws and regulations;
- · Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications
  of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006.

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# INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

#### Auditor's responsibilities for the audit of the financial statements (continued)

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to, revenue recognition (which we pinpointed to the cut-off assertion, and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- · Discussing amongst the engagement team the risks of fraud; and
- · Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

# Use of the audit 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.

Elisa Howe Elisa Howe (Jan 19, 2024 16:19 GMT)

#### Elisa Howe

Senior Statutory Auditor for and on behalf of Mazars LLP Chartered Accountants and Statutory Auditor

First Floor, 2 Chamberlain Square, Birmingham, B3 3AX

Date 19-Jan-2024

**TSL INSPECTIONS LTD** 

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 £	01/07/2021 to 31/12/2021 £
REVENUE Administrative expenses	4	133,640 84,445	64,665 64,764
OPERATING PROFIT / (LOSS) Net finance expense	5 7	49,195 8	(99) 5
PROFIT / (LOSS) BEFORE TAXATION Tax expense		49,187	(104)
TOTAL PROFIT / (LOSS) FOR THE YEAR / PERIOD	11	49,187	(104)
TOTAL COMPREHENSIVE INCOME / (DEFICIT) FOR THE YEAR / PERIOD		49,187	(104)
Attributable to: Owners of the parent		49,187	(104)

There were no acquisitions and no discontinued operations in either of the periods.

The only recognised gains or losses for both periods are the profits or losses reported above.

TSL INSPECTIONS LTD

# STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Notes	2022 €	2021 £
ASSETS	-	2.	· <b></b>
CURRENT ASSETS			
Trade and other receivables	8	46,361	-
Cash and cash equivalents		17	238
TOTAL ASSETS		46,378	238
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Issued share capital	10	100	100
Retained earnings	11	38,847	(10,340)
Total equity		38,947	(10,240)
CURRENT LIABILITIES			
Trade and other payables	<b>'9</b>	7,431	10,478
TOTAL LIABILITIES		7,431	10,478
TOTAL EQUITY AND LIABILITIES		46,378	238

These accounts were approved by the board on 18/01/2014. and signed on its behalf by the following:

Z A Babaloglu Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital £	Retained earnings £	Total equity £
BALANCE AS AT 1 JULY 2021	100	(10,236)	(10,136)
Changes in equity for the period  Loss and total comprehensive deficit for the period		(104)	(104)
BALANCE AS AT 31 DECEMBER 2021	100	(10,340)	(10,240)
BALANCE AS AT 1 JANUARY 2022	100.	(10,340)	(10,240)
Changes in equity for the year Profit and total comprehensive income for the year		49,187	49,187
BALANCE AS AT 31 DECEMBER 2022	100	38,847	38,947
Attributable to: Owners of the parent	100	38,847	38,947

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1 GENERAL INFORMATION

The company is a private limited company incorporated and domiciled in England. The address of its registered office and principal place of business are disclosed on page 1, 'Company Information'. The principal activity of the company is described within the Directors' Report on page 2.

#### 2 STATEMENT OF ACCOUNTING POLICIES

## Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101), and with the Companies Act 2006.

The financial statements are presented in Sterling, which is the functional currency of the company.

The following is a summary of the significant accounting policies adopted by the company in the preparation of the financial statements.

## Cash Flow Statement and related party disclosures

The company is a wholly owned subsidiary of Guideline Lift Services Limited, a company incorporated in England and Wales. These subsidiary accounts are included in the consolidated financial statements of the group parent undertaking, MCA Orbital Global Holdings Ltd. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement.

The company is also exempt from disclosing related party transactions with entities that are part of the MCA Oribital Global Holdings Ltd group of companies.

#### Going concern

The accounts have been drawn up on the going concern basis, the validity of which depends upon the continued support of Kleemann Hellas S.A., a company within the group. The financial statements do not include any adjustments that would result from a withdrawal of this support.

## Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business (installation, repair and servicing), net of discounts, VAT and other sales-related taxes.

Revenue from providing services is recognised in the accounting period in which the services are rendered.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2 STATEMENT OF ACCOUNTING POLICIES (continued)

#### **Taxation**

Taxation expense represents the aggregate amount of current tax and deferred tax recognised in the reporting period.

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods based on current tax rates and laws. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period.

Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Current and deferred tax assets and liabilities are not discounted.

#### Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision is made when there is objective evidence that the company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

# Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, bank overdrafts, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

# Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs and subsequently measured at amortised cost.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

# 2 STATEMENT OF ACCOUNTING POLICIES (continued)

#### Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets are measured at cost and are assessed at the end of each reporting period for objective evidence of impairment. Where objective evidence of impairment is found, an impairment loss is recognised in the income statement.

The impairment loss for financial assets measured at cost is measured as the difference between an asset's carrying amount and the best estimate, which is an approximation, of the amount that the company 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 balance sheet when there is an enforceable right to set off the recognised amount and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### Consolidation

The company is a wholly owned subsidiary of Guideline Lift Services Limited and of its ultimate parent, MCA Orbital Global Holdings Ltd. It is included in the consolidated financial statements of MCA Orbital Global Holdings Ltd. Therefore, the company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. The address of the ultimate parent's registered office is Floor 1, Flat 2, 17D Kyriakou Matsi, Nicosia, 1082 Cyprus.

# **Pensions**

The company operates a defined contribution pension scheme. The amount charged to the statement of comprehensive income in respect of pension costs and other post-retirement benefits is the amount paid in the year.

## 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

No significant accounting estimates and judgements have had to be made by the directors in preparing these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

4	REVENUE	2022 £	2021 £
	An analysis of the company's revenue is as follows:	£	£
	Revenue analysed by class of business Maintenance sales	133,640	64,665
	100% (2021 - 100%) of the company's turnover is attributable to geographica Kingdom.	l markets within the	e United
5	OPERATING PROFIT / (LOSS)	2022 £	2021 £
	The operating profit / (loss) is stated after charging: Company contributions to employee pension schemes Auditor's remuneration - audit fees	1,211 2,400	-
6	STAFF COSTS	2022 Number	2021 Number
	Average number of persons employed by the company, including directors, during the year / period:	4	4
		2022 £	2021 £
	Staff costs incurred during the year in respect of these employees were: Wages and salaries Social security costs	71,974 8,860	64,763 -
	Other pension costs	1,211 82,045	64,763
7	NET FINANCE EXPENSE	2022 £	2021 £
	Other interest payable and similar charges		5
8	TRADE AND OTHER RECEIVABLES	2022 £	2021 £
	Trade receivables Prepayments and accrued income Amounts due from group undertakings	277 22,520 23,564	<b>t.</b> - -
		46,361	

Amounts due from group undertakings are unsecured, interest free and are repayable on demand.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

9	TRADE AND OTHER PAYABLES			2022 £	2021 £
	Other taxation and social security Accruals and deferred income			5,031 2,400	8,478 2,000
				7,431	10,478
10	SHARE CAPITAL				
		Nominal value £	Number	2022 £	2021 £
	Allotted, called up and fully paid:				
	Ordinary shares	1	100	100	100

The holders of the Ordinary shares are entitled to one vote per share at meetings of the company, receipt of dividends as declared from time to time and rank equally with regard to the company's residual assets on a winding up or other return of capital.

# 11 ACCUMULATED PROFITS

The retained earnings represents cumulative profits and losses of the company.

# 12 RELATED PARTY TRANSACTIONS

The company has claimed exemptions from reporting disclosure of related party transactions with wholly owned group members.

## 13 PARENT COMPANY

The parent undertaking is Guideline Lift Services Limited. Guideline Lift Services Limited is incorporated in England and Wales.

# 14 ULTIMATE CONTROLLING PARTY

The ultimate controlling party is MCA Orbital Global Holdings Ltd. MCA Orbital Global Holdings Ltd is incorporated in Cyprus. Copies of the consolidated financial statements can be obtained from Floor 1, Flat 2, 17D Kyriakou Matsi, Nicosia, 1082 Cyprus.