

Company registration number 09891772 (England and Wales)

**CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Mr M A De Rhune Mr S A Benzie Mr J P Fraser
<b>Company number</b>	09891772
<b>Registered office</b>	International House 36-38 Cornhill London United Kingdom EC3V 3NG
<b>Auditor</b>	Deloitte LLP Union Plaza 1 Union Wynd Aberdeen United Kingdom AB10 1SL

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# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

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# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2022

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The directors present their annual report and financial statements for the year ended 31 December 2022.

#### Principal activities

The principal activity of the Company was that of a holding Company until 31 July 2021.

Churchill Drilling Tools (Holdings) Limited is part of the wider Coretrax Group which is involved in the energy market, including traditional products and renewable applications.

The directors intend to liquidate the Company in due course (see note 1.2).

#### Results and dividends

The results for the year are set out on page 6.

In the year ended 31 December 2022 the Company had a loss before tax of £NIL (31 December 2021: loss of £8,066). Net assets at the balance sheet date were £2,150 (31 December 2021: £2,150).

No ordinary dividends were paid in the year (31 December 2021: £3,147,514). The directors do not recommend payment of a final dividend (31 December 2021: £Nil)

During 2021 the assets of the business were transferred to Coretrax Global Limited and the profit and loss reserve was paid up to the parent company Coretrax Technology Holding Company Ltd as part of a Group restructure. The directors intend to liquidate the Company given that it has ceased trading (see note 1.2).

#### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr M A De Rhune  
Mr S A Benzie  
Mr J P Fraser

#### Auditor

In accordance with the Company's articles, a resolution proposing that Deloitte LLP be reappointed as auditor of the Company will be put at a General Meeting.

#### 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 judgements 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 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.

# **CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

***FOR THE YEAR ENDED 31 DECEMBER 2022***

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### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditor is aware of that information.

### **Going concern**

At the time of approving the financial statements, the directors intend to liquidate the Company within 12 months of signing given that the Company has ceased trading. Therefore it is appropriate to prepare the financial statements on a basis other than going concern. The directors are satisfied that no changes to the value of assets or liabilities arise at the balance sheet date due to the change in basis of preparation of the financial statements.

### **Small companies exemption**

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mr M A De Rhune

**Director**

26 September 2023

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

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#### Opinion

In our opinion the financial statements of Churchill Drilling Tools (Holdings) Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the related notes 1 to 11.

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).

#### 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 Financial Reporting Council's (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.

#### Emphasis of matter - Financial statements prepared other than on a going concern basis

We draw attention to note 1.2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

#### 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 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.

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

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#### **Responsibilities of directors**

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

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

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

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

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

# **CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED**

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#### **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.

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

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

Under the Companies Act 2006 we are required to report in respect of the following matters 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 and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

#### **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.

**Graham Hollis ACA (Senior Statutory Auditor)**  
**For and on behalf of Deloitte LLP**

28 September 2023

**Statutory Auditor**

Union Plaza  
1 Union Wynd  
Aberdeen  
United Kingdom  
AB10 1SL



## CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

### STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

		2022	2021
	Notes	£	£
Administrative expenses		-	(8,066)
<b>Loss before taxation</b>		-	(8,066)
Tax on loss	6	-	-
<b>Loss for the financial year</b>		-	(8,066)

The profit and loss account has been prepared on the basis that all operations are discontinued operations.

There are no other items of comprehensive income.

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2022

	Notes	2022 £	£	2021 £	£
<b>Current assets</b>					
Debtors	7	2,150		2,150	
<b>Net current assets</b>			2,150		2,150
<b>Capital and reserves</b>					
Called up share capital	8		225		225
Capital redemption reserve	9		1,925		1,925
<b>Total equity</b>			2,150		2,150

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 26 September 2023 and are signed on its behalf by:

Mr M A De Rhune  
Director

Company Registration No. 09891772

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital	Capital redemption reserve	Profit and loss reserves	Total
	£	£	£	£
<b>Balance at 1 January 2021</b>	225	1,925	3,155,580	3,157,730
<b>Year ended 31 December 2021:</b>				
Loss and total comprehensive expense for the year	-	-	(8,066)	(8,066)
Dividends	-	-	(3,147,514)	(3,147,514)
<b>Balance at 31 December 2021</b>	225	1,925	-	2,150
<b>Year ended 31 December 2022:</b>				
Profit and total comprehensive expense for the year	-	-	-	-
<b>Balance at 31 December 2022</b>	225	1,925	-	2,150

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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### **1 Accounting policies**

#### **Company information**

Churchill Drilling Tools (Holdings) Limited is a private company limited by shares incorporated in England and Wales. The registered office is International House, 36-38 Cornhill, London, United Kingdom, EC3V 3NG.

#### **1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £.

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

This Company is a qualifying entity for the purposes of FRS 102, being a member of a Group where the parent of that Group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the Company are consolidated in the financial statements of CTL UK Holdco Limited. These consolidated financial statements are available from its registered office, International House, 36-38 Cornhill, London, United Kingdom, EC3V 3NG.

#### **1.2 Going concern**

At the time of approving the financial statements, the directors intend to liquidate the Company within 12 months of signing given that the Company has ceased trading. Therefore it is appropriate to prepare the financial statements on a basis other than going concern. The directors are satisfied that no changes to the value of assets or liabilities arise at the balance sheet date due to the change in basis of preparation of the financial statements.

#### **1.3 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

### 1 Accounting policies (Continued)

#### 1.4 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

### 2 Judgements and key sources of estimation uncertainty

The directors deem there are no critical judgements or key sources of estimation and uncertainty (see note 1.2).

### 3 Employees

The average monthly number of persons employed by the Company during the year was Nil (2021: 1).

### 4 Directors' remuneration

The directors of the Company are also directors of fellow subsidiary companies. Their remuneration was remunerated within another Group entity and it is not possible to apportion the remuneration between the other Group entities.

### 5 Auditor's remuneration

	2022	2021
	£	£
Fees payable to the Company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the Company	7,500	5,000
	<u>      </u>	<u>      </u>

For the year ended 31 December 2022 the audit fee will be borne by another Group Company.

### 6 Taxation

The actual charge/(credit) for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021
	£	£
Profit/(loss) before taxation	-	(8,066)
	<u>      </u>	<u>      </u>
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	-	(1,533)
Group relief	-	1,533
	<u>      </u>	<u>      </u>
Taxation charge for the year	-	-
	<u>      </u>	<u>      </u>

# CHURCHILL DRILLING TOOLS (HOLDINGS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

### 7 Debtors

	2022	2021
	£	£
Amounts falling due within one year:		
Amounts owed by Group undertakings	2,150	2,150

Amounts owed by Group undertakings are unsecured, interest free, have no fixed repayment date and are repayable on demand.

### 8 Called up share capital

	2022	2021	2022	2021
	Number	Number	£	£
Ordinary share capital Issued and fully paid				
A Ordinary Voting Shares of 1p each	22,500	22,500	225	225

### 9 Reserves

#### Equity reserve

Profit and loss reserve - This reserve records retained earnings and accumulated losses.

#### Capital redemption reserve

Capital redemption reserve - This reserve records the nominal value of shares repurchased by the Company.

### 10 Related party transactions

The Company is a wholly owned subsidiary of Coretrax Technology Holding Company Limited and has taken advantage of the exemptions within FRS 102, Section 33 (Related Party Disclosure) which allows exemption from the disclosure of related party transactions with other Group companies.

### 11 Parent company

The Company's Ultimate Parent Company at 31 December 2022 is BP Inv4 Holdco Ltd, a Company incorporated in England and Wales. The registered address is International House, 36-38 Cornhill, London, United Kingdom, EC3V 3NG.

The Company is a wholly owned subsidiary of Coretrax Technology Holding Company Limited, a Company registered in England and Wales, the registered office is at International House, 36-38 Cornhill, London, United Kingdom, EC3V 3NG.

The smallest Group these financial statements are consolidated into are CTL UK Holdco Limited, these can be obtained from its registered office at International House, 36-38 Cornhill, London, United Kingdom, EC3V 3NG.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.