Helideck Certification Agency Limited

Directors' report and financial statements

Registered number SC288177

30 April 2018

Contents

Company information

Directors

Alex Knight
Gary Heller
David Dobbin

Secretary

Stronachs Secretaries Limited

Company number

SC288177

Registered office

28 Albyn Place
Aberdeen
AB10 1YL

Auditor

KPMG LLP
37 Albyn Place
Aberdeen
AB10 1JB

Directors' report

The directors present their Directors' report and financial statements for the year ended 30 April 2018.

Principal activity and business review

The principal activity of the company continued to be that of inspection and certification of offshore installation and vessel helidecks.

Dividends

The total distribution of dividends for the year ended 30 April 2018 was £165,000 *(2017: £nil)*.

Directors

The directors who held office during the year were as follows:

Alex Knight
Gary Heller
David Dobbin

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

In preparing this report, the directors have taken advantage of the Small Companies exemptions provided by Section 414B of the Companies Act 2006 and have not prepared a strategic report.

By order of the board

David Dobbin
Director

Unit 3
The Venue Business Centre
Aberdeen
AB22 8AA
30 January 2019

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing the 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law and section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to smaller entities).

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG

Independent auditor's report to the members of Helideck Certification Agency Limited

Opinion

We have audited the financial statements of Helideck Certification Agency Limited ("the company") for the year ended 30 April 2018 which comprise profit and loss and other comprehensive income, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including Section 1A of FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to Britain exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of trade debtors and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

KPMG

Independent auditor's report to the members of Helideck Certification Agency Limited *(continued)*

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

KPMG

Independent auditor's report to the members of Helideck Certification Agency Limited *(continued)*

The purpose of our audit work and to whom we owe our responsibilities

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.

Andrew Williamson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
37 Albyn Place
Aberdeen
AB10 1JB
United Kingdom
30 January 2019

Profit and Loss Account and Other Comprehensive Income
for the year ended 30 April 2018

	Note	2018 £000	2017 £000
Turnover	2	**2,618**	2,633
Cost of sales		**(814)**	(903)
Gross profit		**1,804**	1,730
Administrative expenses	3	**(707)**	(508)
Operating profit		**1,097**	1,222
Interest receivable and similar income	5	**2**	-
Interest payable and similar expenses	6	**(6)**	-
Profit before tax		**1,093**	1,222
Tax on profit	8	**(131)**	(249)
Profit for the financial year		**962**	973
Other comprehensive income		**-**	-
Total comprehensive income for the year		**962**	973

All activities in the current and preceding year are continuing.

Balance Sheet
at 30 April 2018

	Note	2018 £000	2018 £000	2017 £000	2017 £000
Fixed assets					
Investments	9		-		-
Tangible assets	10		203		12
Current assets					
Debtors	11	2,503		1,579	
Cash at bank and in hand		444		643	
		2,947		2,222	
Creditors: amounts falling due within one year	12	(467)		(464)	
Net current assets			2,480		1,758
Total assets less current liabilities			2,683		1,770
Creditors: amounts falling due after one year	13		(116)		-
Net assets			2,567		1,770
Capital and reserves					
Called up share capital	15		-		-
Profit and loss account			2,567		1,770
Shareholder's funds			2,567		1,770

These financial statements were approved by the board of directors on 30 January 2019 and were signed on its behalf by:

David Dobbin
Director

Company registered number: SC288177

Statement of Changes in Equity

	Called up share capital £000	Profit and loss account £000	Total share-holder's funds £000
Balance at 1 May 2016	-	797	797
Total comprehensive income for the year			
Profit	-	973	973
Total comprehensive income for the year	-	973	973
Balance at 30 April 2017	**-**	**1,770**	**1,770**
Total comprehensive income for the year			
Profit	-	962	962
Total comprehensive income for the year	-	962	962
Transactions with owners, recorded directly in equity			
Dividends	-	(165)	(165)
Total transactions with owners, recorded directly in equity	-	(165)	(165)
Balance at 30 April 2018	**-**	**2,567**	**2,567**

Notes
(forming part of the financial statements)

1 Accounting policies

Helideck Certification Agency Limited (the "Company") is a company limited by shares and incorporated, domiciled and registered in the UK. Its registered number is SC288177 and the registered address is 28 Albyn Place, Aberdeen, AB10 1YL.

These financial statements were prepared in accordance with Section 1A Financial Reporting Standard of 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*"FRS 102"*) as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company proposes to continue to adopt the reduced disclosure framework of Section 1A FRS 102 in its next financial statements.

1.1 Measurement 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 as applicable to companies subject to small companies' regime. 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 on the historical cost basis. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The directors have not made any significant judgements in the application of these accounting policies.

1.2 Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Notes *(continued)*

1 Accounting policies *(continued)*

1.3 Financial instruments (continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Basic financial liabilities

Basic financial liabilities, including creditors, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

1.4 Turnover

Turnover, which is stated net of value added tax, represents the value of services supplied and is attributable to one continuing activity, the supply of inspection and certification of offshore installation and vessel helidecks.

Revenue is recognised as services are performed.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery 25 - 33% Straight Line

No depreciation is provided on land and buildings.

1.6 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.7 Pensions

The company operates a defined contribution pension scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

1.8 Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

1.9 Related party transactions

The company has taken advantage of the exemption available under FRS 102 1A from disclosing transactions with its parent undertaking and other subsidiary undertakings where 100% of the voting rights are controlled within the group. The company has no transactions with related parties that are not 100% controlled within the group.

Notes *(continued)*

1 Accounting policies *(continued)*

1.10 Taxation

Tax on the profit or loss for the year comprises of current tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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 future taxable profits.

2 Turnover

	2018	2017
	£000	£000
Rendering of services	**2,618**	2,633

3 Profit on ordinary activities before taxation

	2018	2017
	£000	£000
Profit on ordinary activities before taxation is stated after charging:		
Depreciation of tangible fixed assets		
- Owned	**7**	7
Auditor's remuneration for statutory audit	**12**	12

4 Directors' remuneration

	2018	2017
	£000	£000
Directors' remuneration	**110**	107

The number of directors to whom retirement benefits are accruing under defined contribution schemes amounted to one *(2017: one)*.

5 Interest receivable and similar income

	2018	2017
	£000	£000
Other income	**2**	-

Notes *(continued)*

6 Interest payable and similar expenses

	2018 £000	2017 £000
Interest payable and similar expenses	**6**	-

Interest payable and similar expenses includes interest payable on bank mortgage of £4,055 *(2017: nil)*

7 Staff numbers and costs

The average number of persons employed by the company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2018	2017
Management	**1**	1
Administration	**2**	2
Operations	**7**	7
	10	10

The aggregate payroll cost of these persons were as follows:

	2018 £000	2017 £000
Wages and salaries	**462**	544
Social security cost	**61**	62
Contributions to defined contribution plan (note 17)	**28**	29
Other staff costs	**1**	15
	552	650

8 Taxation

Analysis of current tax recognised in profit and loss

	2018 £000	2018 £000	2017 £000	2017 £000
UK Corporation Tax				
Current year	**121**	-	161	
Prior year adjustments	**(3)**		101	
Total current tax		**118**		262
Deferred tax (note 14)				
Origination and reversal of timing differences	**13**		(13)	
Total deferred tax		**13**		(13)
Total tax charge		**131**		249

Notes *(continued)*

8 Taxation *(continued)*

All taxation in the year was recognised in the profit and loss account.

Factors affecting the tax charge for the current year

The tax charge *(2017:charge)* for the year is lower *(2017:higher)* that the standard rate of corporation tax in the UK for the year of 19% *(2017: 19.92%)*.

The differences are explained below.

Reconciliation of effective tax rate

	2018	2017
	£000	£000
Profit for the year	**962**	973
Total tax expense	**131**	249
Profit excluding taxation	**1,093**	1,222
Tax using the UK corporation tax rate of 19% *(2017: 19.92%)*	**208**	243
Adjustment in respect of prior years	**(3)**	101
Non-deductible expense	**26**	14
Group relief claimed	**(100)**	(114)
Deferred tax not recognised now recognised	**-**	5
Total tax expense included in profit or loss	**131**	249

Factors affecting the future tax charge

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015, and an additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 December 2018 has been calculated based on these rates.

9 Fixed asset investments

	Principal Activity	**Class and percentage holdings**	
		2018	**2017**
Helideck Investments Limited*(1)	Holding company of Helideck Certification Agency LLC	100% ordinary shares	-
Helideck Certification Agency L.L.C (2)	Inspection and certification of helidecks	49% ordinary shares	-

* Investments held directly
(1) 28 Albyn Place, Aberdeen, UK, AB10 1YL
(2) Level 17, The Offices World Trade Center, Central Market, Abu Dhabi, UAE

Notes *(continued)*

10 Tangible fixed assets

	Land and buildings £000	Plant and machinery £000	Total £000
Cost			
At 1 May 2017	-	55	55
Additions	185	13	198
At 30 April 2018	185	68	253
Depreciation			
At 1 May 2017	-	43	43
Charge for the year	-	7	7
At 30 April 2018	-	50	50
Net book value			
At 30 April 2018	**185**	**18**	**203**
At 30 April 2017	-	12	12

11 Debtors

	2018 £000	2017 £000
Trade debtors	**513**	431
Amounts owed by group undertakings	**1,917**	1,075
Other debtors	**9**	18
Deferred tax asset	**-**	13
Prepayments and accrued income	**64**	42
	2,503	1,579

Amounts owed by group undertakings are interest free and have no set repayment terms.

12 Creditors: amounts falling due within one year

	2018 £000	2017 £000
Bank overdrafts	**-**	10
Trade creditors	**96**	111
Corporation tax	**118**	154
Other taxation and social security costs	**67**	55
Other creditors	**86**	134
Accruals and deferred income	**84**	-
Loan (see note 16)	**16**	-
	467	464

Notes *(continued)*

13 Creditors: amounts falling due after one year

	2018	2017
	£000	£000
Loan (see note 16)	**116**	-

14 Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	Assets		**Liabilities**		**Net**	
	2018	2017	**2018**	2017	**2018**	2017
	£000	£000	**£000**	£000	**£000**	£000
Deferred tax (asset)/liability at 1 May	**(15)**	-	**2**	2	**(13)**	2
Charge/(credit) to profit and loss account	**12**	(15)	**1**	-	**13**	(15)
Net tax (assets) / liabilities	**(3)**	(15)	**3**	2	**-**	(13)

15 Share capital

	2018	2017
	£	£
Allotted, called up and fully paid		
2 ordinary shares of £1 each	**2**	2

16 Loan Commitments

At 30 April 2018 the company was committed to making payments under a 10 year mortgage agreement. For the year ended 30 April 2018 the interest rate was 3.98% p.a. *(2017: nil)*, with the interest charge for the year being £4,055 *(2017: nil)*, secured over the Company's land and buildings.

	2018	2017
	£000	£000
Mortgage payments due:		
Less than one year	**16**	-
Between one and five years	**56**	-
More than five years	**60**	-
	132	-

17 Retirement benefits

Defined contribution

	2018	2017
	£000	£000
Contributions payable by the company for the year	**28**	29
Contributions payable to the fund at the year end and included in creditors	**(1)**	(5)

Notes *(continued)*

18 Control and related undertakings

The allotted, called up and fully paid £1 ordinary shares of the company have been pledged under Scots Law as security for a loan held within the parent company, Helideck Analytics Limited. As a result of this, the shares have been transferred legally, but not beneficially to Praesidian Capital Luxco 2 S.A.R.L. Helideck Analytics Limited continues to be the immediate parent company of Helideck Certification Agency Limited through voting and dividend rights.

The ultimate controlling party is Small Island Investments Limited a company incorporated in Bermuda.

The Company has no other related undertakings other than those disclosed in note 9.