

Vertech Integrity Services Limited

Unaudited

Directors' report and financial statements

For the year ended 31 March 2017



Vertech Integrity Services Limited

Company Information

Directors	R J MacGregor I R MacGregor J D MacDonald S D Paterson
Company secretary	J D MacDonald
Registered number	SC474388
Registered office	13 Henderson Road Inverness IV1 1SN
Bankers	Bank of Scotland 3/5 Albyn Place Aberdeen AB10 1PY
Solicitors	Stronachs LLP 34 Albyn Place Aberdeen AB10 1FW

Vertech Integrity Services Limited

Contents

	Page
Directors' report	1
Directors' responsibilities statement	2
Statement of comprehensive income	3
Balance sheet	4 - 5
Statement of changes in equity	6
Notes to the financial statements	7 - 16

Vertech Integrity Services Limited

Directors' report
For the year ended 31 March 2017

The directors present their report and the financial statements for the year ended 31 March 2017.

Directors

The directors who served during the year were:

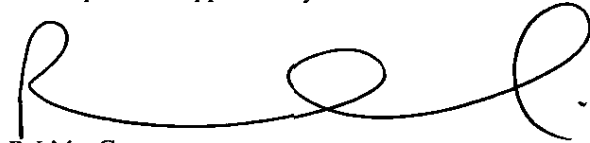
R J MacGregor
I R MacGregor
J D MacDonald
S D Paterson

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

The directors have taken advantage of the small companies exemption provided by section 414B of the Companies Act 2006 not to provide a Strategic Report.

This report was approved by the board on 24 November 2017 and signed on its behalf.

A handwritten signature in black ink, appearing to be 'R J MacGregor', written over a horizontal line.

R J MacGregor
Director

Directors' responsibilities statement
For the year ended 31 March 2017

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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 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.

Vertech Integrity Services Limited

Statement of comprehensive income
For the year ended 31 March 2017

	Note	2017 £000	2016 £000
Turnover	2	620	1,142
Cost of sales		(305)	(937)
Gross profit		<u>315</u>	<u>205</u>
Administrative expenses		(586)	(1,244)
Operating loss	3	<u>(271)</u>	<u>(1,039)</u>
Interest payable and expenses		(12)	(12)
Loss before tax		<u>(283)</u>	<u>(1,051)</u>
Tax on loss	5	69	212
Loss for the year		<u>(214)</u>	<u>(839)</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u><u>(214)</u></u>	<u><u>(839)</u></u>

The notes on pages 7 to 16 form part of these financial statements.

Vertech Integrity Services Limited
Registered number:SC474388

Balance sheet
As at 31 March 2017

	Note	2017 £000	2016 £000
Fixed assets			
Tangible assets	6	3,247	1,144
		<u>3,247</u>	<u>1,144</u>
Current assets			
Stocks	7	119	127
Debtors: amounts falling due within one year	8	389	318
		<u>508</u>	<u>445</u>
Creditors: amounts falling due within one year	9	(4,722)	(2,352)
Net current liabilities		<u>(4,214)</u>	<u>(1,907)</u>
Total assets less current liabilities		<u>(967)</u>	<u>(763)</u>
Creditors: amounts falling due after more than one year	10	-	(48)
Provisions for liabilities			
Deferred tax	12	(86)	(28)
		<u>(86)</u>	<u>(28)</u>
Net assets		<u><u>(1,053)</u></u>	<u><u>(839)</u></u>

Balance sheet (continued)
As at 31 March 2017

	Note	31 March 2017 £000	1 April 2016 £000
Capital and reserves			
Profit and loss account		(1,053)	(839)
Shareholders' deficit		<u>(1,053)</u>	<u>(839)</u>


The directors consider that the Company is entitled to exemption from audit under section 479A of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 November 2017.



R J MacGregor
Director

The notes on pages 7 to 16 form part of these financial statements.

Vertech Integrity Services Limited

**Statement of changes in equity
For the year ended 31 March 2017**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 2 April 2016	-	(839)	(839)
Loss for the year	-	(214)	(214)
Total comprehensive income for the year	-	(214)	(214)
At 31 March 2017	-	(1,053)	(1,053)

**Statement of changes in equity
For the year ended 1 April 2016**

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 April 2015	-	-	-
Loss for the year	-	(839)	(839)
Total comprehensive income for the year	-	(839)	(839)
At 1 April 2016	-	(839)	(839)

The notes on pages 7 to 16 form part of these financial statements.

**Notes to the financial statements
For the year ended 31 March 2017**

1. Accounting policies

1.1 Statement of compliance and basis of preparation

Vertech Integrity Services Limited is a limited liability company incorporated in Scotland. The registered office is 13 Henderson Road, Inverness, IV1 1SN.

The financial statements have been prepared in compliance with Financial Reporting Standard 102, as it applies to the financial statements of the Company for the year ended 31 March 2017.

The financial statements have been prepared under the historical cost convention. The financial statements are prepared in sterling which is the functional currency of the company.

1.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of GEG (Holdings) Limited as at 31 March 2017 and these financial statements may be obtained from 13 Henderson Road, Inverness, IV1 1SN.

1.3 Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 102 requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year.

There were no judgements or material estimation uncertainties affecting the reported performance in the current or prior year.

The following principal accounting policies have been applied:

Notes to the financial statements
For the year ended 31 March 2017

1. Accounting policies (continued)

1.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

1.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Tenants improvements	- 5 years straight line
Plant & machinery	- 5 to 10 years straight line
Office equipment	- 2 to 5 years straight line
Computer equipment	- 3 to 5 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks.

1.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**Notes to the financial statements
For the year ended 31 March 2017**

1. Accounting policies (continued)

1.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

1.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Vertech Integrity Services Limited

Notes to the financial statements
For the year ended 31 March 2017

2. Turnover

The whole of the turnover is attributable to the rendering of services.

All turnover arose within the United Kingdom.

3. Operating loss

The operating loss is stated after charging:

	2017 £000	2016 £000
Depreciation of tangible fixed assets	250	175
Operating lease rentals:		
- Plant and machinery	3	24
- Land and buildings	44	36
Defined contribution pension cost	10	22
	<u> </u>	<u> </u>

4. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2017 No.	2016 No.
Management and Administration	5	3
Production	1	-
	<u> </u>	<u> </u>
	6	3
	<u> </u>	<u> </u>

5. Taxation

	2017 £000	2016 £000
Group taxation relief	(127)	(240)
Total current tax	<u>(127)</u>	<u>(240)</u>
Deferred tax		
Origination and reversal of timing differences	58	28
Total deferred tax	<u>58</u>	<u>28</u>
	<u> </u>	<u> </u>
Taxation on loss on ordinary activities	<u>(69)</u>	<u>(212)</u>

Notes to the financial statements
For the year ended 31 March 2017

5. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2016 - differs from) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £000	2016 £000
Loss on ordinary activities before tax	(283)	(1,051)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 -20%)	(57)	(210)
Effects of:		
Depreciation of non-qualifying assets	-	1
Other differences leading to an increase (decrease) in the tax charge	(12)	(3)
Total tax charge for the year	(69)	(212)

Factors that may affect future tax charges

The UK corporation tax rate will reduce to 19% for financial years beginning 1 April 2017 and will reduce to 17% for financial years beginning 1 April 2020. Deferred tax balances have been calculated at a rate of 17% as this is the rate at which the majority of the timing differences are expected to reverse.

Vertech Integrity Services Limited

Notes to the financial statements For the year ended 31 March 2017

6. Tangible fixed assets

	Tenant's improvements £000	Plant & machinery £000	Office equipment £000	Computer equipment £000	Total £000
Cost or valuation					
At 2 April 2016	9	1,293	15	1	1,318
Additions	-	2,354	-	-	2,354
At 31 March 2017	9	3,647	15	1	3,672
Depreciation					
At 2 April 2016	1	169	5	-	175
Charge for the year	2	245	3	-	250
At 31 March 2017	3	414	8	-	425
Net book value					
At 31 March 2017	6	3,233	7	1	3,247
At 1 April 2016	8	1,124	11	1	1,144

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	31 March 2017 £000	1 April 2016 £000
Plant and machinery	792	862
	<u>792</u>	<u>862</u>

7. Stocks

	2017 £000	2016 £000
Raw materials and consumables	119	127
	<u>119</u>	<u>127</u>

Notes to the financial statements
For the year ended 31 March 2017

8. Debtors

	2017 £000	2016 £000
Amounts owed by group undertakings	371	292
Other debtors	11	3
Prepayments and accrued income	7	23
	<u>389</u>	<u>318</u>

9. Creditors: Amounts falling due within one year

	2017 £000	2016 £000
Bank overdrafts	1,265	1,371
Trade creditors	19	4
Amounts owed to group undertakings	3,346	673
Taxation and social security	7	8
Obligations under finance lease and hire purchase contracts	48	286
Other creditors	2	-
Accruals and deferred income	35	10
	<u>4,722</u>	<u>2,352</u>

The bank overdraft is secured by a bond and floating charge over the assets of the company.

The hire purchase creditors are secured on the assets to which they relate.

10. Creditors: Amounts falling due after more than one year

	31 March 2017 £000	1 April 2016 £000
Net obligations under finance leases and hire purchase contracts	-	48
	<u>-</u>	<u>48</u>

The hire purchase creditors are secured on the assets to which they relate.

Vertech Integrity Services Limited

Notes to the financial statements
For the year ended 31 March 2017

11. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	31 March 2017 £000	1 April 2016 £000
Within one year	48	286
Between 1-2 years	-	48
	<u>48</u>	<u>334</u>

12. Deferred taxation

	2017 £000	2016 £000
At beginning of year	28	-
Charged to profit or loss	58	28
At end of year	<u>86</u>	<u>28</u>

The provision for deferred taxation is made up as follows:

	31 March 2017 £000	1 April 2016 £000
Accelerated capital allowances	86	28
	<u>86</u>	<u>28</u>

13. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
1 Ordinary shares share of £1	<u>1</u>	<u>1</u>

Notes to the financial statements
For the year ended 31 March 2017

14. Contingent liabilities

The company is party to a group composite guarantee.

15. Commitments under operating leases

At 31 March 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	31 March 2017 £000	1 April 2016 £000
Not later than 1 year	-	60
Later than 1 year and not later than 5 years	-	24
Total	-	84

16. Related party transactions

The company is an 85% owned subsidiary of GEG (Holdings) Limited.

During the year, the company entered into transactions, in the ordinary course of business, with the following related parties. Transactions entered into, were as follows:

	2017 Sales £000	2017 Purchases £000
Global Port Services (Scotland) Limited	142	20
Global Energy Group (Access & Coatings) Limited	33	2,360
Reel Limited	-	4
	175	2,384

There were no balances outstanding at the year end.

Global Port Services (Scotland) Limited is an 89% subsidiary of Global Energy (Holdings) Limited. Global Energy Group (Access & Coatings) Limited is a 85% subsidiary of Global Energy (Holdings) Limited. Reel Limited is a 100% subsidiary of Reel Group Limited which is a 100% subsidiary of Global Energy (Holdings) Limited.

Global Energy (Holdings) Limited is a 100% subsidiary of Global Energy (Group) Limited. Global Energy (Group) Limited is a 100% subsidiary of Global Energy Fabrication Limited. Global Energy Fabrication Limited is a 100% subsidiary of GEG (Holdings) Limited.

17. Ultimate parent undertaking and controlling party

The ultimate parent undertaking is GEG (Holdings) Limited. The controlling party of GEG (Holdings) Limited is the MacGregor family.

GEG (Holdings) Limited is the parent undertaking of the smallest and largest groups of which Vertech Integrity Services Limited is a member and for which group financial statements are drawn up.

The group financial statements can be obtained from 13 Henderson Road, Inverness, IV1 1SN.