

NDE Global Technical Services UK Limited

Report and Financial Statements

31 December 2017

Registered No. 08454313

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COMPANIES HOUSE

Directors

A Crocker
A Du Plessis

Auditors

Anderson Anderson & Brown LLP
Kingshill View
Prime Four Business Park
Kingswells
Aberdeen
AB15 8PU

Registered Office

Cleeve Road
Leatherhead
Surrey
KT22 7SA

Registered Number

08454313

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Directors' report

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

Results and dividends

The loss for the year after taxation amounted to £365,000 (2016 – loss of £458,000). The directors do not recommend a final dividend (2016 – £nil).

Principal activities and review of the business

The Company acts as an intermediate parent undertaking and provides certain payroll services.

Directors

The directors who served the company during the year until the date of signing of the accounts, were as follows:

A Crocker Appointed 29 January 2018
A Du Plessis Appointed 29 January 2018
D Davies Resigned 31 January 2018
A Jackson Resigned 26 January 2018

Disclosure of information to the auditors

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

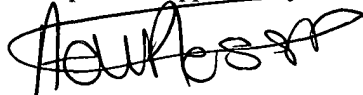
Auditors

A resolution to re-appoint Anderson Anderson & Brown LLP as auditors will be put to the members at the Annual General Meeting.

Small company exemptions

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

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



A Du Plessis
Director
14 June 2018

Directors' Responsibilities Statement

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 United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

Independent auditor's report

to the shareholders of NDE Global Technical Services UK Limited

Opinion

We have audited the financial statements of NDE Global Technical Services UK Limited for the year ended 31 December 2017, which comprise the Profit and loss account, the Statement of comprehensive income, the Statement of changes in equity, the Balance sheet and the related notes, 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 Financial Reporting Standard 101 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent auditor's report (continued)

to the shareholders of NDE Global Technical Services UK Limited

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion 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 the 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 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 and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement 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.

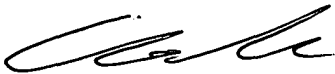
Independent auditor's report (continued)

to the shareholders of NDE Global Technical Services UK Limited

Auditors' 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 Auditors' 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. The description forms part of our Auditors' report.



Christopher Masson (Senior statutory auditor)

for and on behalf of

Anderson Anderson & Brown LLP

Statutory Auditor

Kingshill View

Prime Four Business Park

Kingswells

Aberdeen

AB15 8PU

Date: 15/6/18

Profit and loss account

for the year ended 31 December 2017

	<i>Notes</i>	<i>2017</i> £000	<i>2016</i> £000
Operating income		363	501
Administrative expenses		(472)	(511)
Operating loss	2	(109)	(10)
Interest payable and similar charges	5	(256)	(448)
Loss on ordinary activities before taxation		(365)	(458)
Tax	6	–	–
Loss for the financial year	12	(365)	(458)

Statement of comprehensive income

for the year ended 31 December 2017

There are no comprehensive income other than the losses attributable to the shareholders of the company of £365,000 in the year ended 31 December 2017 (2016 – loss of £458,000).

Statement of changes in equity

at 31 December 2017

	<i>Share capital</i> £000	<i>Share premium</i> £000	<i>Profit & Loss Account</i> £000	<i>Total equity</i> £000
At 1 January 2016	–	–	(578)	(578)
Loss for the year	–	–	(458)	(458)
Total comprehensive income for the year	–	–	(458)	(458)
At 31 December 2016	–	–	(1,036)	(1,036)
Loss for the year	–	–	(365)	(365)
Total comprehensive income for the year	–	–	(365)	(365)
At 31 December 2017	–	–	(1,401)	(1,401)

Registered No. 08454313

Balance sheet

at 31 December 2017

	<i>Notes</i>	<i>2017</i> £000	<i>2016</i> £000
Fixed assets			
Investments	7	6,292	6,292
Current assets			
Debtors	8	–	123
Cash at bank		11	54
		11	177
Creditors: amounts falling due within one year	9	(125)	(182)
Net current liabilities		(114)	(5)
Total assets less current liabilities		6,178	6,287
Creditors: amounts falling due after more than one year	10	(7,579)	(7,323)
Net liabilities		(1,401)	(1,036)
Capital and reserves			
Called up share capital	11	–	–
Profit and loss account	12	(1,401)	(1,036)
Shareholders' deficit		(1,401)	(1,036)

The financial statements were approved for issue by the board of directors on 14 June 2018 and signed on its behalf by:



A Du Plessis
Director

Notes to the financial statements

at 31 December 2017

1. Accounting policies

Statement of compliance and basis of preparation

The financial statements of NDE Global Technical Services UK Limited (the “Company”) for the year ended 31 December 2017 were authorised for issue by the board of directors on 14 June 2018 and the balance sheet was signed on the board’s behalf by A Du Plessis. NDE Global Technical Services UK Limited is incorporated and domiciled in England.

The Company’s financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise stated.

The financial statements of the company have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (‘FRS 101’) and with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101.

The Company meets the definition of a qualifying entity under FRS 101 and has therefore taken advantage of the following disclosure exemptions available to it under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments;
- (b) the requirements of paragraph 91 to 99 of IFRS 13 Fair Value Measurement;
- (c) the requirements of IAS 7 Statement of Cash Flows;
- (d) the requirements of paragraphs 10(d), 16, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- (e) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- (f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures; and
- (g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

The Company is a subsidiary undertaking of RINA S.p.A. The largest and smallest group in which the results of the Company are consolidated is that headed by RINA S.p.A. See note 14 for further information.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. There are no critical judgments, estimates or assumptions within these financial statements.

Notes to the financial statements

at 31 December 2017

1. Accounting policies (continued)

Going concern

At 31 December 2017 the Company had net current liabilities of £114,000 (2016 – net current liabilities £5,000) and net liabilities of £1,401,000 (2016 – £1,036,000). The Company meets its day to day working capital requirements through support from its subsidiary undertaking, NDE Technical Services UK Limited. Long term liabilities due to group undertakings are not due for repayment until 2021.

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

Group financial statements

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements because it is a wholly owned subsidiary of RJNA S.p.A., which prepares group financial statements which are publically available and in which the results of the company are consolidated. These financial statements present information about the Company as an individual undertaking and not about its group.

Foreign currencies

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

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

Interest bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses. Gains and losses are recognised in net profit or loss when the liabilities are derecognised or impaired, as well as through the amortisation process.

Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost less any provisions for impairment.

Costs incurred in relation to the acquisition of such investments are capitalised as part of the investment carrying value. Contingent consideration payable in respect of any acquisition is capitalised as part of the investment carrying value at its fair value at the acquisition date. Subsequent changes to the fair value of any contingent consideration payable are recognised by increasing or decreasing the carrying value of the investment.

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

Notes to the financial statements

at 31 December 2017

2. Operating loss

This is stated after charging:

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Auditors remuneration	3	3
Foreign exchange loss	4	15

No fees were paid to the company's auditor Anderson Anderson & Brown LLP for services other than the statutory audit of the company's financial statements.

3. Directors' remuneration

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

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Remuneration	86	130
Contributions to defined contribution pension schemes	–	–
	<u>86</u>	<u>130</u>

4. Staff costs

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Salaries and short-term employment benefits	320	446
Social security costs	35	48
Payments to defined contribution pension plans	8	7
	<u>363</u>	<u>501</u>

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

	<i>2017</i>	<i>2016</i>
	<i>No.</i>	<i>No.</i>
Sales and administration	<u>7</u>	<u>11</u>

5. Interest payable and similar charges

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Interest payable to group undertakings	<u>256</u>	<u>448</u>

Notes to the financial statements

at 31 December 2017

6. Tax

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2017 £000	2016 £000
Current tax:		
UK corporation tax on the loss for the year	—	—
Deferred tax:		
Origination and reversal of temporary differences	—	—
Tax on loss on ordinary activities (note 6(b))	—	—

(b) Factors affecting tax for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016 – 20%). The differences are explained below:

	2017 £000	2016 £000
Loss on ordinary activities before tax	(365)	(458)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 – 20%)	(70)	(92)
Effects of:		
Expenses not deductible for tax purposes	19	—
Group relief surrendered for nil consideration	51	92
Current tax for the year (note 6(a))	—	—

7. Investments

	<i>Subsidiary undertakings</i> £000
Cost:	
At 1 January 2017 and 31 December 2017	6,292
Net book value:	
At 1 January 2017 and 31 December 2017	6,292

Notes to the financial statements

at 31 December 2017

7. Investments (continued)

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

<i>Subsidiary undertaking</i>	<i>Principal place of business</i>	<i>Principal activity</i>	<i>Holding</i>	<i>Class and percentage of shares held</i>
NDE Technical Services UK Limited	England, 1	Inspection services	Ordinary shares	100%
CTSI Oil and Gas Projects Nigeria Limited	Nigeria, 2	Inspection services	Ordinary shares	51%

Principal place of business/ Note

1	Cleeve Road, Leatherhead, United Kingdom, KT22 7SA
2	Plot 1709, Olugbosi Street, Off Bishop Oluwole Street, Victoria – Island, Lagos.

8. Debtors

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Amounts owed by group undertakings	–	121
Other debtors	–	2
	<u>–</u>	<u>123</u>

9. Creditors: amounts falling due within one year

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Amounts owed to group undertakings	125	180
Other creditors	–	2
	<u>125</u>	<u>182</u>

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

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
Amounts owed to group undertaking	<u>7,579</u>	<u>7,323</u>

Amounts owed to group undertaking represent an unsecured loan from a parent undertaking, RINA International BV with interest accruing on the principal at the rate of 3.5% (2016: 6.5% per annum). This loan matures in March 2021.

Notes to the financial statements

at 31 December 2017

11. Issued share capital

<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>2017</i>		<i>No.</i>	<i>2016</i>	
		<i>£</i>			<i>£</i>	
Ordinary shares of £1 each	2	<u>2</u>		2	<u>2</u>	

12. Movements on reserves

	<i>Profit and loss account £000</i>
At 1 January 2017	(1,036)
Loss for the year	<u>(365)</u>
At 31 December 2017	<u>(1,401)</u>

Share capital

Share capital represents the nominal value of the allotted, called up and fully paid shares.

Profit and loss account

Profit and loss account represents the distributable reserves of the company.

13. Pensions

The company operates defined contribution pension schemes. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £8,000 (2016 – £7,000).

14. Ultimate parent undertaking and controlling party

The company is a subsidiary undertaking of NDE Global Technical Services GmbH, which is incorporated in Germany. The Company's ultimate parent undertaking is Registro Italiano Navale which is incorporated in Italy.

The largest and smallest group in which the results of the Company are consolidated is that headed by RINA S.p.A incorporated in Italy. The group financial statements of this group are available from the Chamber of Commerce of Genoa, Piazza de Ferrari 2, Genoa, Italy.