**Registered number: SC227775**

# GRADING SYSTEMS (UK) LIMITED

**UNAUDITED**

**INFORMATION FOR FILING WITH THE REGISTRAR**

**FOR THE YEAR ENDED 31 DECEMBER 2016**

**GRADING SYSTEMS (UK) LIMITED**

**COMPANY INFORMATION**

| | |
|---|---|
| **Directors** | J A Johnson (resigned 8 July 2016)<br>C H Wangsmo<br>R I Wangsmo (appointed 1 July 2016) |
| **Registered number** | SC227775 |
| **Registered office** | Marine Park<br>Vidlin<br>Shetland<br>ZE2 9QB |

**GRADING SYSTEMS (UK) LIMITED**

**CONTENTS**

## DIRECTORS' RESPONSIBILITIES STATEMENT
## FOR THE YEAR ENDED 31 DECEMBER 2016

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 for the company's financial statements and then apply them consistently;
- make judgments and accounting 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;
- 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.

**GRADING SYSTEMS (UK) LIMITED**
**REGISTERED NUMBER:SC227775**

## BALANCE SHEET
## AS AT 31 DECEMBER 2016

| | Note | | 2016 £ | | 2015 £ |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Intangible assets | 3 | | 61,057 | | 76,829 |
| Tangible assets | 4 | | 85,679 | | 90,789 |
| | | | 146,736 | | 167,618 |
| **Current assets** | | | | | |
| Stocks | 5 | 79,615 | | 64,501 | |
| Debtors: amounts falling due after more than one year | 6 | 998,000 | | - | |
| Debtors: amounts falling due within one year | 6 | 147,926 | | 178,011 | |
| Cash at bank and in hand | 7 | 325,249 | | 533,087 | |
| | | 1,550,790 | | 775,599 | |
| Creditors: amounts falling due within one year | 8 | (157,516) | | (96,735) | |
| **Net current assets** | | | 1,393,274 | | 678,864 |
| **Total assets less current liabilities** | | | 1,540,010 | | 846,482 |
| Creditors: amounts falling due after more than one year | 9 | | (25,211) | | (31,365) |
| **Provisions for liabilities** | | | | | |
| Deferred tax | | (2,314) | | (4,250) | |
| | | | (2,314) | | (4,250) |
| **Net assets** | | | 1,512,485 | | 810,867 |
| **Capital and reserves** | | | | | |
| Called up share capital | | | 100 | | 100 |
| Profit and loss account | | | 1,512,385 | | 810,767 |
| | | | 1,512,485 | | 810,867 |

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and 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 financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

**BALANCE SHEET (CONTINUED)**
**AS AT 31 DECEMBER 2016**

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

**C H Wangsmo**
Director

Date: 28 September 2017
The notes on pages 4 to 13 form part of these financial statements.

## 1. General information

Grading Systems (UK) Limited is a limited company incorporated in Scotland. The registered office is Marine Park, Vidlin, Shetland, ZE2 9QB.
The company transitioned from previously existent financial reporting standard for small companies (effective January 2015) to FRS 102 on 1 January 2016.

## 2. Accounting policies

### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

### 2.2 Going concern

The director, having made due and careful enquiry, is of the opinion that the company has adequate working capital to execute its operations over the next 12 months. The directors, therefore, has made an informed judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As a result, the director has continued to adopt the going concern basis of accounting in preparing the annual financial statements.





## 2. Accounting policies (continued)

### 2.3 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:

**Sale of goods**

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

**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.

### 2.4 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

### 2.5 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.

**2. Accounting policies (continued)**

**2.5 Tangible fixed assets (continued)**

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:

| | |
|---|---|
| Plant and machinery | - 25% straight line |
| Office equipment | - 25% 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.

**2.6 Stocks**

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

**2.7 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.

**2.8 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.9 Financial instruments**

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

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised

## 2. Accounting policies (continued)

### 2.9 Financial instruments (continued)

cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- at fair value with changes recognised in the Statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### 2.10 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.

## 2. Accounting policies (continued)

### 2.11 Foreign currency translation

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

### 2.12 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

### 2.13 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

### 2.14 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.

**2. Accounting policies (continued)**

**2.15 Interest income**

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

**2.16 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.
Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.
When payments are eventually made, they are charged to the provision carried in the Balance sheet.

**2.17 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, 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.





**3. Intangible assets**

| | Patents |
|---|---|
| | £ |

| | |
|---|---|
| **Cost** | |
| At 1 January 2016 | 250,356 |
| At 31 December 2016 | 250,356 |
| **Amortisation** | |
| At 1 January 2016 | 173,527 |
| Charge for the year | 15,772 |
| At 31 December 2016 | 189,299 |
| **Net book value** | |
| At 31 December 2016 | 61,057 |
| **At 31 December 2015** | 76,829 |

**4. Tangible fixed assets**

| | Freehold property | Plant and machinery | Office equipment | Total |
|---|---|---|---|---|
| | £ | £ | £ | £ |
| **Cost or valuation** | | | | |
| At 1 January 2016 | 114,127 | 40,776 | 30,534 | 185,437 |
| Additions | - | 2,885 | 691 | 3,576 |
| Disposals | - | (8,066) | (3,168) | (11,234) |
| At 31 December 2016 | 114,127 | 35,595 | 28,057 | 177,779 |
| **Depreciation** | | | | |
| At 1 January 2016 | 42,988 | 21,792 | 29,868 | 94,648 |
| Charge for the period on owned assets | - | 8,434 | 252 | 8,686 |
| Disposals | - | (8,066) | (3,168) | (11,234) |
| At 31 December 2016 | 42,988 | 22,160 | 26,952 | 92,100 |
| **Net book value** | | | | |
| At 31 December 2016 | 71,139 | 13,435 | 1,105 | 85,679 |
| **At 31 December 2015** | 71,139 | 18,984 | 666 | 90,789 |

**5. Stocks**

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Consumables | 79,615 | 64,501 |
| | 79,615 | 64,501 |

## 6. Debtors

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| **Due after more than one year** | | |
| Amounts owed by related parties | 960,000 | - |
| Other debtors | 38,000 | - |
| | 998,000 | - |

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| **Due within one year** | | |
| Trade debtors | 41,991 | 134,882 |
| Amounts owed by related parties | 40,000 | - |
| Other debtors | 446 | 37,212 |
| Prepayments and accrued income | 65,489 | 5,917 |
| | 147,926 | 178,011 |

## 7. Cash and cash equivalents

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Cash at bank and in hand | 325,249 | 533,087 |
| | 325,249 | 533,087 |

## 8. Creditors: Amounts falling due within one year

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Trade creditors | 41,535 | 11,536 |
| Corporation tax | 96,786 | 62,834 |
| Other taxation and social security | 1,568 | - |
| Other creditors | 12,928 | 3,525 |
| Accruals and deferred income | 4,699 | 18,840 |
| | 157,516 | 96,735 |

**GRADING SYSTEMS (UK) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

**9. Creditors: Amounts falling due after more than one year**

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Other creditors | 25,211 | 31,365 |
| | 25,211 | 31,365 |

**10. Commitments under operating leases**

At 31 December 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

| | 2016 | 2015 |
|---|---|---|

| | £ | £ |
|---|---|---|
| Not later than 1 year | 4,552 | 4,552 |
| Later than 1 year and not later than 5 years | 4,553 | 9,105 |
| | 9,105 | 13,657 |

## 11. Related party transactions

**Control**

During the current and previous year the company was controlled by it's director.

**Transactions**

During the current and previous year, the company entered into transactions with related parties which resulted in the following amounts being due to/(by) the company.

| Related party | Transaction | 2016 | 2015 |
|---|---|---|---|
| | | £ | £ |
| A company under common control | Sales | 425,180 | 349,023 |
| | Purchases | 45,387 | 10,930 |
| | Loan | 1,000,000 | - |
| A director | Loan | (6,618) | |

## 12. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

**GRADING SYSTEMS (UK) LIMITED**

**SCHEDULE TO THE DETAILED ACCOUNTS**
**FOR THE YEAR ENDED 31 DECEMBER 2016**