GILES W. PRITCHARD-GORDON & CO. LIMITED AND SUBSIDIARY COMPANIES

REPORTS AND FINANCIAL STATEMENTS 30 JUNE 2018

TUESDAY

A14

04/12/2018 COMPANIES HOUSE

#374

Directors

V. Pritchard-Gordon A.C. Wingfield Digby E.K. Aird L.C. Keane E.M. Stoop N.H.D. Ryder R.C.M. Aird

Secretary and Registered Office

M.T. Lewis F.C.A. Slaugham Park, Slaugham, Sussex, RH17 6AH

Company Number

01136375

Auditors

Moore Stephens LLP
Chartered Accountants
150 Aldersgate Street, London, EC1A 4AB

Strategic Report

Principal Activities

The principal activity of the company is that of a holding company and the principal activities of the group are those of owning and operating vessels and diversified farming enterprises.

The group operates a cattle farm in the United Kingdom, a cattle ranch and in the USA and cattle and sheep farms in Australia. The group has a branch in Wyoming in the United States of America.

Business Review - Shipping Group

Results on vessels trading showed a decrease in gross profit from £12,845,702 in 2017 to £11,280,764 in 2018. In terms of key performance indicators this represented a decrease in the gross profit ratio from 37.3% to 33.1%. This was mainly due to higher repair costs and dry dock expenses on chartered vessels.

The shipping group generated a profit for the year after taxation of £1,982,281, compared to a profit of £6,112,736 in 2017, which was a result of higher impairment cost (reversal of impairment in previous year).

At the reporting date, the shipping group maintained a strong cash position of £6,989,444, as compared to £9,364,614 in 2017.

Business Review - Farming

Turnover generated by the group's farming interests has increased in the year to £2,365,871 (2017: £1,960,793), with a gross profit of £1,150,998 (2017: £1,493,195) recorded for the year under review. Revenue increased as the group sold more livestock during the year.

Strategic Report (Continued)

Business Review - Farming (continued)

The farming group recorded a profit after taxation for the year of £98,900 (2017: loss of £546,576).

PeeGee Gas LLC, a subsidiary company incorporated in the USA, was dissolved in August 2017.

The group sold its interest in Kameruka farm in Australia during the year.

Future Developments

The group has invested in an additional newbuilding contract for Cosima PG during the year. Lily PG was under construction at year end and was delivered in September 2018.

Risks and Uncertainties

The principal risks faced by the group are as follows:

Charter rate risk

Charter rate risk is the risk that the group could be adversely affected by falling market charter rates. In order to mitigate this risk the directors seek to employ the group's vessels on both long and medium term time charters and short term spot charter arrangements.

Credit risk

Credit risk is the risk that a counterparty could default on its contractual obligations resulting in a financial loss to the group. The group is exposed to credit risk to the extent of its trade receivables and cash at bank and seeks to reduce this risk by trading with large, reputable multinational companies and placing deposits with blue chip financial institutions.

Liquidity risk

Liquidity risk is the risk that the group will encounter difficulties meeting financial obligations. The group's directors seek to reduce this risk by maintaining sufficient cash reserves, adopting prudent liquidity risk management policies and following strict cash flow budgets. The group has undertaken additional funding post year end.

Foreign exchange risk

The group is subject to foreign exchange risk as certain transactions, assets and liabilities are denominated in currencies other than sterling. The group's directors seek to monitor and control these risks as part of their ongoing financial forecasting and liability management.

On behalf of the Board on 20 74 November 2018

A.C. WINGFIELD DIGBY Director

Directors' Report

The directors present their report and the audited financial statements for the year ended 30 June 2018.

Please refer to the Strategic Report on pages 1 to 2 for the names of the directors, principal activities of the group, business review of operating segments, future developments and a discussion of the risks and uncertainties.

Results and Dividends

The results for the year are shown in the Statement of Comprehensive Income on page 7.

During the year the company paid a dividend on ordinary shares of £682,000 (2017: £582,000) and on preference shares of £60,000 (2017: £60,000).

Branch Operations

The group has a branch operation in Wyoming in the United States of America.

Political Donation

During the year the company paid £Nil (2017: £5,000) to the Conservative Party in the United Kingdom.

Subsequent Events

Refer to note 19 for the details on subsequent events.

Statement as to Disclosure of Information to Auditors

Each of the persons who are directors at the time when this report is approved has confirmed that:

- (a) so far as each director is aware, there is no relevant audit information of which the group's auditors are unaware; and
- (b) each director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the group's auditors in connection with preparing their report and to establish that the group's auditors are aware of that information.

On behalf of the Board on 20 7H November 2018

A.C. WINGFIELD DIGBY

Director

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit and loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 Giles W. Pritchard-Gordon & Co. Limited

Opinion

We have audited the financial statements of Giles W. Pritchard-Gordon & Co. Limited (the "parent company") and its subsidiaries (the "group") for the year ended 30 June 2018 which comprise the consolidated statement of comprehensive income, consolidated statement of financial position, company statement of financial position, consolidated statement of cash flow, consolidated statement of changes in equity, company statement of changes in equity and notes to the financial statements, 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice) and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2018 and of the group's profit for the year then ended;
- the group's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- the parent company's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and as applied in accordance with the provisions of the Companies Act 2006; 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our 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 audit opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in 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 group's or the parent 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 auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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.

Independent Auditor's Report to the Shareholders of Giles W. Pritchard-Gordon & Co. Limited (Continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have 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 group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the consolidated financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Geoffley Woodhouse, Senior Statutory Auditor

For and on behalf of Moore Stephens LLP, Statutory Auditor 150 Aldersgate Street

London EC1A 4AB

Date:

28 KI ZONS

Consolidated Statement of Comprehensive Income For the year ended 30 June 2018

	<u>Note</u>	2018 £	<u>2017</u>
		L	L
Turnover	2(c)	36,421,073	36,386,398
Cost of sales		(23,989,311)	(22,047,501)
Gross Profit		12,431,762	14,338,897
Net operating expenses	3	(11,201,203)	(7,205,816)
Operating Profit	4	1,230,559	7,133,081
(Loss)/profit on sale of investments		(50)	106,826
Gain on dissolution of subsidiary	10	862,829	-
Gain on derivative financial instrument	16	293,138	52,244
Investment income	5	83,987	47,011
Interest payable	6	(1,073,761)	(678,270)
Profit before Taxation		1,396,702	6,660,892
Taxation credit/(charge)	8	85,135	(126,994)
Profit after Taxation		1,481,837	6,533,898
Other Comprehensive Income			
Unrealised (deficit)/surplus on revaluation of non-current assets	9	(243,434)	836,505
Deferred tax on revaluation gain		-	69,962
Exchange gain/(loss) on translation		1,547,491	(1,326,939)_
Total Comprehensive Income for		0 705 00 1	0.440.400
the year		2,785,894	6,113,426

Giles W. Pritchard-Gordon & Co. Limited and subsidiary companies Consolidated Statement of Financial Position 30 June 2018

•	Note	20	2018		2017	
N 6 (A)		£	£	£	£	
Non-Current Assets						
Property, plant and equipment Investments Pedigree herd Derivative financial	9 10		78,393,906 102,249 -		68,877,590 163,177 19,602	
instruments	16		323,048		96,450	
Current Assets			78,819,203		69,156,819	
Inventories	11	2,084,163		2,697,571		
Trade and other receivables Derivative financial	12	1,453,165		1,326,359		
instruments Cash and cash	16	26,181		-		
equivalents		7,641,445		9,654,084		
Current Liabilities		11,204,954		13,678,014		
Trade and other payables Derivative financial	13	(8,955,082)		(10,889,373)		
instruments Deferred taxation current	16	-		(45,420)		
provision	14			(151,440)		
		(8,955,082)		(11,086,233)		
Net Current Assets			2,249,872		2,591,781	
Total Assets Less Current Liabilities			81,069,075		71,748,600	
Non-Current Liabilities Trade and other payables Deferred taxation	13 14		(19,692,824) (707,606)		(12,331,108) (792,741)	
Total Assets Less Liabilities			60,668,645		58,624,751	
Capital and Reserves						
Share capital Revaluation reserve Retained earnings	15		1,210,000 12,804,626 46,654,019		1,210,000 13,853,385 43,561,366	
Total Capital and Reserves			60,668,645		58,624,751	

Approved by the Board on 200 7H November 2018

A.C. WINGFIELD DIGBY Director

Giles W. Pritchard-Gordon & Co. Limited

Company Statement of Financial Position as at 30 June 2018

	Note	201	8	2017	7
		£	£	£	£
Non-Current Assets					
Property, plant and equipment Investments	9 10		87,104 186,776 273,880		107,912 186,776 294,688
Current Assets					
Trade and other receivables Cash and cash equivalents	12	14,923,507		16,263,137 <u>67,749</u>	
Current Liabilities		15,038,581		16,330,886	
	4.0	(44.070.770)		(45.070.404)	
Trade and other payables	13	(14,073,779)		(15,376,131)	
Net Current Assets			964,802		954,755
Total Assets Less Liabilities			1,238,682		1,249,443
Capital and Reserves					
Share capital Retained earnings	15		1,210,000 28,682		1,210,000 39,443
Total Capital and Reserves			1,238,682		1,249,443
Net Profit for the Year			731,239		678,774

Approved by the Board on 20 7H No-EMBER 2018

A.C. WINGFIELD DIGBY Director

Consolidated Statement of Cash Flow For the year ended 30 June 2018

	<u>Note</u>	<u>2018</u>	<u>2017</u>
Cash Flow from Operating Activities		L	
Operating profit Adjustments for:		1,230,559	7,133,081
Depreciation	9	5,345,083	4,668,773
	9	1,458,488	(573,641)
Impairment/(reversal of impairment) Exchange differences	9	79,600	(230,787)
	4	(686,758)	(59,011)
Gain on sale of fixed assets	4	862,829	(39,011)
Gain on dissolution of subsidiary		(126,806)	1,058,276°
(Increase)/decrease in trade receivables		• • • • • • • • • • • • • • • • • • • •	
(Decrease)/increase in trade payables		(534,268)	834,966
Decrease/(increase) in inventories		633,013	(255,096)
Cash generated from operating activities		8,261,740	12,576,561
Interest paid		(715,026)	(237,555)
·			
Net cash flow from operating activities		7,546,714	12,339,006
Cash flows from investing activities			
Interest received	5	83,987	36,216
	5	03,307	10,795
Dividend received	10	60,878	64,786
Repayment of capital invested	10	00,070	113,337
Proceeds on sale of investments	•	(40 442 402)	
Purchase of capital assets	9	(18,112,483)	(7,345,080)
Proceeds on sale of capital assets		3,215,406	85,457
Net cash used in investing activities		(14,752,212)	(7,034,489)
Cash flows from financing activities			3
Draw down of loan		11,186,854	6,385,681
Repayment of loan		(3,400,651)	(5,783,683)
Interest paid on finance lease		(358,735)	(440,715)
Capital element of finance lease payments		(1,492,609)	(1,938,799)
Dividends paid	15	(742,000)	(642,000)
Net call flow from // ad in \ financian adivisi		E 102 950	(2.410.516)
Net cash flow from/(used in) financing activities	25	5,192,859	(2,419,516)
Net (decrease)/increase in cash and cash			
equivalents		(2,012,639)	2,885,001
Cash and cash equivalents at beginning of year		9,654,084	6,769,083
Cash and Cash equivalents at end of year		7,641,445	9,654,084
Table and equitalistic at one of your		.,011,110	

Consolidated Statement of Changes in Equity For the year ended 30 June 2018

	Share Capital £	Retained Earnings £	Revaluation Reserve £	Total £
Balance as at 1 July 2016 (Restated)	1,210,000	38,172,414	13,770,911	53,153,325
Profit for the year	-	6,533,898	-	6,533,898
Dividends	-	(642,000)	-	(642,000)
Revaluation	-	-	836,505	836,505
Reserve transfer	-	782,285	(782,285)	
Deferred tax on revaluation	-	69,962	-	69,962
Exchange (loss)/gain		(1,355,193)	28,254	(1,326,939)
As at 30 June 2017	1,210,000	43,561,366	13,853,385	58,624,751
Profit for the year	-	1,481,837	-	1,481,837
Dividends	-	(742,000)	-	(742,000)
Revaluation	-	-	(243,434)	(243,434)
Reserve transfer	-	805,325	(805,325)	-
Exchange gain	_	1,547,491	<u>-</u>	1,547,491
As at 30 June 2018	1,210,000	46,654,019	12,804,626	60,668,645

Company Statement of Changes in Equity For the year ended 30 June 2018

	Share Capital £	Retained Earnings £	Total £
Balance as at 1 July 2016	1,210,000	2,669	1,212,669
Profit for the year	-	678,774	678,774
Dividends	-	(642,000)	(642,000)
			
As at 30 June 2017	1,210,000	39,443	1,249,443
Profit for the year	-	731,239	731,239
Dividends	-	(742,000)	(742,000)
As at 30 June 2018	1,210,000	28,682	1,238,682

Consolidated Financial Statements for the year ended 30 June 2018

Notes

1. General Information

Giles W. Pritchard-Gordon & Co. Limited is a private company, limited by shares, domiciled in England and Wales, registration number 01136375. The registered office is Slaugham Park, Slaugham, Sussex RH17 6AH.

2. Principal Accounting Policies

(a) Basis of accounting

The financial statements have been prepared in accordance with Financial Reporting Standard 102 as issued by the Financial Reporting Council ("FRS 102"). The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income.

(b) Basis of consolidation

The consolidated statement of financial position and consolidated statement of comprehensive income include the financial statements of the company and its subsidiary companies as set out in note 10, made up to the end of the financial year.

(c) Turnover

Turnover comprises voyage charter income and time charter hire, income receivable from the sale of livestock, together with the total income receivable in respect of sales of farm produce, rent and government grants. Turnover for livestock and farm produce is recognised when the contract to sell the livestock or farm produce is exchanged. Government grants are recognised as income when grant proceeds are received based on performance model.

Voyage charter income is recognised using the percentage of completion method with voyages calculated on a discharge to discharge basis. Full provision is made for any losses on voyages in progress at the reporting date. Time charter income is recognised on a time apportioned basis.

(d) Property, plant and equipment

Vessels owned by the group or leased under finance leases which include purchase options, are stated at valuation. For owned vessels, the group uses valuations from independent brokers in its assessment. For vessels held under finance leases, the vessels are valued at the carrying value of the finance lease.

Depreciation is provided so as to write off the valuation of the owned fleet over the estimated useful life of each vessel, being twenty five years from the date of completion of the build. For the vessels held under the finance leases, the depreciation is calculated over the remaining lease term.

Freehold land is stated at valuation. Freehold buildings outside of the United Kingdom are stated at cost less accumulated depreciation. Freehold buildings in the United Kingdom are stated at valuation.

All other assets are stated at cost less accumulated depreciation.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

2. **Principal Accounting Policies (Continued)**

(d) Property, plant and equipment (continued)

Fixed assets other than the fleet, are depreciated at the following annual rates:-

Freehold land

Freehold buildings

Farm building and improvements (UK & USA) Farm buildings and improvements (Australia) Farm equipment and vehicles (UK & USA) Farm equipment and vehicles (Australia)

Office furniture and motor vehicles

Computer equipment

Computer software

Nil

2% straight line

62/3% - 10% straight line

2.5% - 25% reducing balance

10% - 25% straight line

18% - 25% reducing balance 25% - straight line

33% - reducing balance

33% - straight line

Drydocking and special surveys (e)

The cost of each drydocking or special survey is capitalised and amortised over the period of the next drydocking or special survey. For the newbuild an estimate of the cost of the next future special survey and drydocking is capitalised as part of the cost of the vessel on construction or acquisition. Amounts capitalised in respect of special survey and drydocking are eliminated from both cost and accumulated amortisation on completion of the subsequent special survey or drydocking.

(f) **Taxation**

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods. Deferred tax is provided in full on timing differences which result in an obligation at the reporting date to pay more tax, or a right to pay less tax, at a future date. The tax rates and laws used are those that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Agricultural inventories (g)

All live stock, immature cattle, non-pedigree herd and tenant rights are shown in the statement of financial position at directors' valuation based on an estimate of open market value. Inventories of gravel are stated at the lower of the cost of excavation and net realisable value.

Bloodstock is stated at the lower of cost and net realisable value.

The pedigree herd is stated at original cost. In the opinion of the directors the fair value is not materially different to the cost.

Inventories in respect of bunkers are valued at the lower of cost and net realisable value. Cost is calculated on a first in, first out basis. No provision is made for inventories of lubricants, deck, engine and cabin stores and provisions remaining on board the vessel at the reporting date.

Trade receivables (h)

Trade receivables are amounts due from customers for stock or services sold in the ordinary course of business. Trade receivables are recognised at the undiscounted amount of cash receivable, which is normally the invoice price, less any allowances for doubtful debts.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

2. Principal Accounting Policies (Continued)

(i) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as creditors falling due within one year if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as creditors falling due after one year. Trade creditors are recognised at the undiscounted amount owed to the supplier, which is normally the invoice price.

(j) Revaluation reserve

The surplus/(deficit) arising on the revaluation of freehold land, buildings and the fleet is taken to other comprehensive income. Any revaluation surplus in relation to an asset disposed of in the year is released to retained earnings.

(k) Finance leases

Assets held under finance lease agreements are capitalised in the statement of financial position and depreciated over the shorter of their estimated useful economic life and the lease. Where the lease includes an option to purchase the vessel, the vessel is depreciated over the vessel's estimated useful life. The capital element of finance lease repayments outstanding is included in payables. Interest is calculated to produce a constant periodic rate of charge on the outstanding balance.

(I) Pension costs

The group operates a defined contribution pension scheme with benefits based on final salary. The charge in the income statement reflects accrued annual contributions.

(m) Segmental information

No geographic or classes of business segmental information has been provided as in the opinion of the directors the disclosure of such information would be seriously prejudicial to the interests of the group.

(n) Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the period of the lease. Rent free periods are straight-lined over the period of the lease.

(o) Foreign currencies

The group has a presentation currency of Pounds Sterling. The group has determined that the US Dollar is its functional currency, as this is the currency of the economic environment in which the group predominantly operates.

Monetary assets and liabilities denominated in currencies other than Pounds Sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting dates. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on exchange are included in profit or loss with the exception of gains and losses on translation of the company's net investment in foreign subsidiaries which is included in other comprehensive income.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

2. Principal Accounting Policies (Continued)

(p) Investments

Unlisted and subsidiary fixed asset investments are valued at cost less provision for impairment.

(q) Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and balances with banks which are readily convertible, being those with original maturities of three months or less.

(r) Derivative financial instruments

The company uses an interest rate swap to hedge its exposure to movements in interest rates.

Derivative financial instruments are initially recognised at fair value at the date a derivative contract is entered into and remeasured to their fair value at each reporting date. Changes in the fair value of derivative financial instruments are recognised as an income or expense in the Statement of Comprehensive Income as they arise.

The fair value of interest rate swap contracts are determined by calculating the present value of the estimated future cash flows based on observable yield curves.

(s) Critical accounting estimates and judgements

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that have been believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

Significant accounting judgements

In the process of applying the group's accounting policies, the directors have made the following accounting judgements which have the most significant effect on the amounts recognised in the financial statements:

Leases

Accounting for leases is mainly determined by the judgement of whether the lease is considered to be a finance lease or an operating lease. Management look to the substance of the transaction and the terms and conditions of the leasing arrangements in judging whether all the risks and rewards of ownership are transferred.

Asset impairment testing

The group reviews its non-current assets for impairment at each reporting date. If events or circumstances indicate that the carrying value may not be recoverable, the value is adjusted to the recoverable amount, determined by independent valuations where available.

Valuation of freehold land

Freehold land is stated at valuation, which is reviewed by the directors at each reporting date. In order to assess valuation, management uses valuations from independent valuers in its assessment.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

2. Principal Accounting Policies (Continued)

Interest receivable

(s) Critical accounting estimates and judgements (continued)

Significant accounting estimates

The key assumptions concerning the future and other sources of estimation uncertainty at the end of the reporting period are:

Residual values and estimated remaining lives

The carrying value of owned vessels is depreciated over their expected useful life of 25 years from the date of build to an estimated residual value. Changes in the remaining useful life of the vessels and the residual value, would result in an adjustment to the current value of the future rate of depreciation through profit or loss.

•	N. A. O Attack to		
3.	Net Operating Expenses	2018 £	2017 £
	Depreciation, amortisation and impairment Gain on sale of fixed assets Administration expenses Exchange loss/(gain)	6,803,571 (686,758) 4,615,392 468,998	4,095,132 (59,011) 4,349,728 (1,180,033)
4.	Operating Profit	11,201,203 2018 £	7,205,816 2017 £
	The operating profit is stated after charging/(crediting):		
	Depreciation of fleet - leased Depreciation of other assets Impairment/(reversal of impairment) Government grants received Auditors' remuneration - audit of financial statements - other services in respect of taxation Operating lease rentals Gain on disposal of fixed assets	3,395,498 922,994 1,026,591 1,458,488 (11,465) 90,956 11,213 2,956,277 (686,758)	2,746,357 965,037 957,378 (573,641) (10,709) 89,054 9,250 3,781,643 (59,011)
5.	Investment Income	2018 £	2017 £
	Dividends	•	10,795

83,987

83,987

36,216

47,011

Consolidated Financial Statements for the year ended 30 June 2018

6.	Interest Payable		
		2018 £	2017 £
	On bank loans On finance leases	715,026 358,735	237,555 440,715
		1,073,761	678,270
7.	Directors and Employees		
	Staff costs, including emoluments in respect of directors of the group	up comprise:	
		<u>2018</u> £	2017 £
	Wages and salaries Social security costs Pension contributions	5,510,299 360,215 105,402	4,967,399 296,939 100,765
		5,975,916	5,365,103
	Directors' emoluments for the year amounted to:		
	Emoluments (including benefits in kind) Pension contributions	773,368 1,740	759,982 1,280
		775,108	761,262
	The emoluments of the highest paid director were:		
	Emoluments (including benefits in kind)	457,518	449,338
	There are not considered to be any other key management person	nel.	
	The average number of persons (including directors) employed b follows:	y the group during	g the year was as
	·	<u>2018</u>	<u>2017</u>
	Farming Shipping Administration	9 72 34	9 68 33
	,	115	110

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

8. Taxation

·		<u>2018</u>	2017
(a)	Analysis of credit for the year	£	£
	Current taxation		
	Corporation tax		-
	Total current taxation	-	-
	Deferred taxation credit/(charge) (note 14)	85,135	(126,994)
		85,135	(126,994)

One subsidiary in the group has entered the U.K. tonnage tax regime under which their shipowning and operating activities are taxed based on the net tonnage of vessels operated. The tonnage tax charge of £9,756 (2017: £9,457) is included in the statement of comprehensive income within net operating expenses.

Any income and profits outside the tonnage tax regime are taxed under the normal U.K. corporation tax rules.

(b) Factors affecting the tax credit for the year

The tax assessed for the year differs from than the standard rate of corporation tax in the UK. The differences are explained below:

	2018 £	2017 £
Income before tax	1,396,702	6,660,892
Expected tax charge at 19% (2017: 19.75%)	265,373	1,315,526
Effects of: Expenditure not deductible for tax purposes Short term timing differences Income not taxable under UK corporation tax	66,084 (2,181)	22,318 (206,604)
but under UK tonnage tax regime	(376,633)	(1,207,265)
Other non-taxable income	(164,441)	(15,273)
Profit on disposal of fixed asset Losses used during the year	(130,484) 80,403	(22,357) 103,768
Losses used during the year Losses carried forward	261,879	9,887
Timing difference (note 14)	<u>85,135</u>	(126,994)
Current tax charge for year (note 8(a))	85,135	(126,994)

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

9. Property, Plant and Equipment

(a) <u>Group</u>					•	
			_	Motor		
			Farms and Farm	Vehicles	Now Duild	•
	<u>Fleet</u>	Drydocking	Equipment	and Equipment	New Build	Total
	f 1 teer	£	£	£	£	<u>Total</u> £
Cost or	~	~	-	~	-	_
Valuation						
At 1 July 2017	56,756,395	1,691,264	19,219,515	3,510,897	11,741,322	92,919,393
Additions	261,905	1,094,102	115,270	22,736	16,618,470	18,112,483
Transfers	15,248,914	232,829	-	· · · · · · ·	(15,481,743)	· · · · · · · · ·
Disposals	-	(754,086)	(2,360,952)	(5,173)	-	(3,120,211)
Revaluation	(243,434)	-	-		-	(243,434)
At 30 June 2018	72,023,780	2,264,109	16,973,833	3,528,460	12,878,049	107,668,231
Depreciation and						
amortisation						
At 1 July 2017	16,277,610	718,464	3,663,741	3,381,988	-	24,041,803
Charge for the						
year	4,318,492	839,202	143,594	43,795	-	5,345,083
Disposals	-	(754,087)	(812,218)	(4,744)	-	(1,571,049)
Impairment	1,244,934	-	213,554	-		1,458,488
At 30 June 2018	21,841,036	803,579	3,208,671	3,421,039		29,274,325
Net book value						
At 30 June 2018	50,182,744	1,460,530	13,765,162	107,421	12,878,049	78,393,906
At 30 June 2017	40,478,785	972 800	15,555,774	128,909	11,741,322	68,877,590
At 30 Julie 2017	40,470,700	972,800	13,333,114	120,909	71,741,522	00,077,090

Farms and farm equipment include freehold land and buildings with a net book value of £13,239,476 (2017: £13,602,864).

Vessels with a net book value of £15,981,216 (2017: £12,124,711) and freehold land and buildings with a net book value of £12,380,470 (2017: £14,116,436) have been pledged as security for long term bank loans (note 13).

Vessels with a net book value of £6,167,623 (2017: £7,848,818) are held on finance leases.

The vessels other than those on finance lease were revalued as at 30 June 2018 at replacement cost, based on a valuation performed by Affinity Valuations Ltd, an independent shipbroker.

The freehold land in Wyoming was revalued at 14 March 2016 on an open market value basis by Martin K Olsen, an ARA qualified independent valuer.

During the year, the group sold its interest in the Kamaruka farm in Australia for AU\$5,500,000.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

9. Property, Plant and Equipment (Continued)

(a) Group (Continued)

If the fleet and freehold land and buildings had not been revalued, they would have been stated on an historical cost basis as follows:

		 .		Freehol	
			<u>eet</u>	and Bu	
		2018 £	<u>2017</u> £	<u>2018</u> £	<u>2017</u> £
		~	~	~	~
	Cost	70,569,512	55,058,693	7,725,401	8,111,171
	Accumulated				
	depreciation				
	and provision for impairment	(26,194,618)	(21,436,998)	(1,577,675)	(1,569,479)
	ioi impairment	(20,134,010)	(21,400,000)		(1,000,410)
	Net book value	44,374,894	33,621,695	6,147,726	6,541,692
(b)	Company				
		Motor	Computer	Office	
		<u>Vehicles</u>	<u>Equipment</u>	<u>Equipment</u>	<u>Total</u> £
	Cost	£	£	£	£
	At 1 July 2017	201,795	44,886	37,208	283,889
	Additions	19,000	1,319	1,649	21,968
	Disposals	<u> </u>	(1,747)	(3,430)	(5,177)
	At 30 June 2018	220,795	44,458	35,427	300,680
	Depresiation				
	Depreciation At 1 July 2017	99,082	39,991	36,904	175,977
	Charge for the year	40,104	1,724	512	42,340
	Disposals	<u> </u>	(1,319)	(3,422)	(4,741)
	At 30 June 2018	139,186_	40,396	33,994_	213,576
	Net book value				
	At 30 June 2018	81,609	4,062	1,433	87,104
	7 11 00 00110 20 10	31,000	7,002		
	At 30 June 2017	102,713	4,895	304_	107,912

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

10.	Investments	Notes (Com	imacaj		
10.	mvesiments	Grou	ı <u>p</u>	Comp	npany
	•	2018	<u>2017</u>	<u>2018</u>	2017 £
	Shares in group	£	£	L	L
	undertakings	-	-	153,000	153,000
	Other investments	102,249	163,177	33,776	33,776_
		102,249	163,177	186,776	186,776

The company holds the following investments:

Company Name	Country of Incorporation	Proportion Held <u>Directly</u>	Proportion Held Indirectly	Principal <u>Activities</u>
Shares in group undertakings:				
Giles W. Pritchard-Gordon (Shipowning) Limited Giles W. Pritchard-Gordon	England	100%	-	Holding
(Farming) Limited	England	100%	-	Farming
Giles W. Pritchard-Gordon (Futures) Limited Giles W. Pritchard-Gordon	England	100%	-	Non-trading
(Property) Limited	England	100%	-	Non-trading
Pritchard-Gordon Tankers Limited Giles W. Pritchard-Gordon	England	-	100%	Vessel owning
(Australia) Pty Limited Sussex Cattle Company	Australia U.S.A	 -	100% 100%	Farming Farmland leasing
Other investments:				
The Compost Heap Limited Henrietta Product DIS	England Norway	25% 4.5%	-	Greeting card retail Vessel owning

The Sussex Cattle Company's result for the year was £Nil (2017: £Nil) and net assets at 30 June 2018 were £499 (2017: £499). The subsidiary has been excluded from the consolidated financial statements on the grounds of materiality.

The investment in The Compost Heap Limited has been accounted for at cost on the grounds that the group does not exercise significant influence over the investee company. The company's result for the year ended 31 October 2017 was a profit of £16,010 (2016: £25,312) and net assets at 31 October 2017 were £151,040 (2016: £135,030).

As part of the sale of Henrietta PG during 2016, the group acquired 4.5% of the share capital of Henrietta Product DIS. During the year the investment was partially repaid amounting to £60,878 (2017: £64,786). There was no reduction in the shareholding of the company.

During the year PeeGee Gas LLC, a subsidiary company incorporated in the USA, was dissolved resulting in a gain of £862,829 (2017: £Nil).

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

2010	2017
<u>2018</u> £	2017 £
454	454
1,993,852	2,622,131
70,255	74,986
19,602	
2,084,163	2,697,571
	454 1,993,852 70,255 19,602

The inventory included in cost of sales during the year was £254,592 (2017: £151,517).

12. Trade and Other Receivables

11.

	Gro	<u>up</u>	Com	pany
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
	£	£	£	£
Trade receivables Amounts due from	244,034	411,887	-	-
subsidiary companies	-	-	14,859,683	16,208,760
Other receivables	344,633	52,154	7,175	3,667
Prepayments and				
accrued income	831,196	831,648	39,659	33,720
Deferred tax asset				
(note 14)	-	-	16,990	16,990
VAT recoverable	33,302	30,670		_
	4 450 405	4 000 050	44 000 507	
	1,453,165	1,326,359	14,923,507	16,263,137

Amounts due from group companies are unsecured, interest free and repayable on demand. The total amount due from subsidiary companies at 30 June 2018 was £37,517,983 (2017: £39,061,997) of which £22,658,300 (2017: £22,853,237) has been fully provided against.

Giles W. Pritchard-Gordon & Co. Limited has provided assurance not to seek repayment of £24,622,309 (2017: £24,513,120) for the foreseeable future and has agreed to provide on-going financial support to Giles W. Pritchard-Gordon (Farming) Limited if required.

13. Trade and Other Payables

Group	Amounts falling due within one year		Amounts falling due after more than one year	
	2018 £	2017 £	2018 £	2017 £
Bank loans	~ 1,157,124	2,607,149	15,155,268	6,062,355
Amounts due on	, ,			, ,
finance leases	1,630,067	1,580,065	4,537,556	6,268,753
Trade payables	2,395,835	2,669,044	-	-
Other taxation	76,936	92,240	-	-
Other payables	343,344	51,021	-	-
Accruals and deferred	,	·		
income	3,351,776	3,889,854		
	8,955,082	10,889,373	19,692,824	12,331,108

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

13. Trade and Other Payables (Continued)

Bank loans and finance leases due after more than one year are repayable as follows:

•	Group	
	2018 £	2017 £
Between one and two years	3,739,497	323,326
Between two and five years Over five years	6,545,239 9,408,088	7,238,729 4,769,053
	19,692,824	12,331,108

A bank loan amounting to £10,347,838 (2017: £nil) is secured by a first preferred mortgage over m.t. "Rose PG" together with an assignment of its earnings and insurances. The loan, denominated in US Dollars, carries interest at LIBOR plus an applicable term margin of 3.67 per cent.

A bank loan amounting to £Nil (2017: £1,978,646) was secured by a first preferred mortgage over m.t. "Georgina PG" together with an assignment of her earnings and insurances. The loan, denominated in Euros, was repayable in quarterly instalments over one year and carries interest at EURIBOR plus 0.65%. The loan was repaid during the year.

A bank loan amounting to £5,964,554 (2017: £6,385,682) is repayable in quarterly instalments over twenty years and carries interest of LIBOR plus 2.05% per annum. The loan is secured by a charge over freehold land and buildings owned by a subsidiary company, with a net book value of £8,121,668 (2017: £8,079,475) as at 30 June 2018.

A revolving credit facility amounting to £1,678,000 (2017: £1,652,000), secured by a charge over the freehold land and buildings owned by a subsidiary company. The facility is denominated in Australian dollars, is repayable in full in 2027 and carries interest at the bank's loan rate plus 0.5% per annum. The entire balance remains undrawn at 30 June 2018.

Company	Amounts to within o	
	2018 £	2017 £
Amounts due to subsidiary companies Other taxation Other payables Accruals and deferred income	13,962,235 53,207 419 57,918	15,289,660 52,237 3,256 30,978
	14,073,779	15,376,131

Amounts due to subsidiary companies are interest free, unsecured and repayable on demand.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

14. Deferred Taxation

<u>Group</u>	2018 £	2017 £
At 1 July (Credit)/charge for the year (note 8) Movement on freehold land revaluation Elimination of PeeGee Gas LLC liability	944,181 (85,135) - (151,440)	887,149 126,994 (69,962)
At 30 June	707,606	944,181
Deferred tax	2018 £	2017 £
Current Non-current	707,606	151,440 792,741
	707,606	944,181
Deferred taxation provided is as follows:	2018 £	2017 £
Tax effect of timing differences due to:		
Excess of capital allowances over depreciation Trading losses carried forward Revaluation of freehold land	77,417 (559,179) 1,189,368 707,606	681,687 (926,874) 1,189,368 944,181

A deferred tax asset of £1,303,031 (2017: £2,689,747) in respect of taxable losses carried forward has not been recognised on the grounds of uncertainty in the foreseeable future profits against which the asset could be offset.

Company

A deferred tax asset of £16,990 (2017: £16,990) has been recognised in respect of excess depreciation over capital allowances.

A deferred tax asset of £973,466 (2017: £791,047) in respect of taxable losses carried forward has not been recognised on the grounds of uncertainty of sufficient taxable profits in the foreseeable future against which the asset could be offset.

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

15.	Share	Capital

Share Capital	2018 £	<u>2017</u> £
Authorised, allotted, called up and fully paid: 10,000 ordinary equity shares of £1 each	10,000	10,000
1,200,000 redeemable cumulative preference shares of £1 each	1,200,000	1,200,000
• •	1,210,000	1,210,000

The cumulative preference shares of £1 each at par, in full or in part, at any time, are redeemable at the option of the company.

A fixed cumulative cash dividend is payable to the preference shareholder at an annual rate of 5%, based on the issued price. The company paid a divided to the preference shareholder of £60,000 in the year (2017: £60,000) which represents 5p per share (2017: 5p per share).

During the year the company paid dividends of £682,000 (2017: £582,000) on the ordinary share capital of the company which represents £68.20 per share (2017: £58.20).

16. Derivative Financial Instruments

In the previous year, the company entered into an interest rate swap agreement to hedge its exposure to movements in the interest rates.

The movement in the fair value of the interest rate swap is as follows:

	<u>2018</u> £	2017 £
As at 1 July Gain on fair value Currency translation differences	51,030 293,138 5,061	52,244 (1,214)
As at 30 June	349,229	51,030
Shown as:	2018 £	2017 £
Current assets/(liabilities) Non-current assets	26,181 323,048	(45,420) 96,450
	349,229	51,030

Consolidated Financial Statements for the year ended 30 June 2018

Notes (Continued)

17. Commitments

The minimum future lease rentals payable under non-cancellable operating leases as at 30 June 2018 are as follows:

	Charterparties		Land and building	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
	£	£	£	£
Within one year	2,126,107	2,574,480	17,000	17,000
Between 2 and 5 years	299,629	796,112	68,000	68,000
More than 5 years			37,679	54,679
	2,425,736	3,370,592	122,679	139,679

The minimum future lease rentals receivable under non-cancellable operating leases as at 30 June 2018 are as follows:

	Charterparties	
	<u>2018</u>	<u>2017</u>
	£	£
Within one year	30,253,640	25,942,544
Between 2 and 5 years	23,748,046	21,325,751
More than 5 years	927,062	-
	54,928,748	47,268,295

The company has capital commitments relating to instalments due on two vessels under construction. The amount due within one year is £13,237,840 (2017: £9,745,958) and the amount due within two to five years is £10,307,627 (2017: £13,458,430).

18. Related Party Transactions and Controlling Party

There was transactions with related parties during the year.

No individual shareholder owns a controlling interest in the company.

19. Subsequent events

A newbuild vessel Lily PG was delivered in September 2018.