

2674289

Redcliffe International (Shipping) Limited  
Directors' report and financial  
statements for the year ended  
31 December 2009



**DIRECTORS**

D Shaw  
RA Leech  
MM Kendall  
MC Bishop  
P Sunderland  
F France

**SECRETARY**

MC Bishop

**REGISTERED OFFICE**

7 Albert Court  
Prince Consort Road  
London  
SW7 2BJ

**AUDITORS**

Roffe Swayne

## Directors' Report

For the year ended 31 December 2009

Company number 2674289

**Financial statements**

The Directors present their report and audited financial statements for the year ended 31 December 2009

**Statement of Directors' responsibilities**

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 (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 the affairs of the Company and of the profit or loss of the company for that period.

In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, 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.

**Principal activity**

The principal activity of the Company during the year was specialist freight forwarding and road transport.

Results and dividend	2009	2008
	£	£
Profit for the year transferred to reserves	360,809	413,035

The Directors recommend the payment of a dividend of £200,000 for the year ended 31 December 2009 (2008 - £250,000).

**Directors**

Directors, who served throughout the year and subsequently, except as noted, were as follows:

D Shaw

RA Leech (resigned 30 September 2009, re-appointed 1 January 2010)

MM Kendall

MC Bishop

P Sunderland

F France (appointed 1 January 2009)

**Directors' insurance**

The ultimate parent undertaking, Charles Kendall Group Limited, maintains an insurance policy on behalf of all the directors against liability from negligence, breach of duty and breach of trust.

Directors' Report

For the year ended 31 December 2009

Company number 2674289

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**Disclosure of information to Auditors**

The Directors have discussed with the Auditors, as part of the clearance and review process, the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company, consistently applied and adequately disclosed

The discussion with the Auditors also covered points arising from the work the Auditors performed during their audit, and explanations were given where the Auditors considered them necessary in order to provide them with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error

As a result of these discussions, as far as each of the Directors who held office at 7 June 2010 are aware

- there is no relevant audit information (as defined by section 418(2) of the Companies Act 2006) of which the Company's Auditors are unaware, and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the Auditors are aware of that information

This report was approved by the Board on 7 June 2010 and has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.



MC Bishop  
Director

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**Report of the Independent Auditors to the Shareholders of Redcliffe International (Shipping) Limited**

We have audited the financial statements of Redcliffe International (Shipping) Limited for the year ended 31 December 2009 on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (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.

**Respective responsibilities of the Directors and Auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of the profit 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.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report

For the year ended 31 December 2009

Company number 2674289

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**Matters on which we are required to report by exception**

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, 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
- the Directors were not entitled to prepare the financial statements and the Directors' Report in accordance with the small companies regime



Christopher Baxter FCA

Senior statutory auditor

for and on behalf of Roffe Swayne

Chartered Accountants and Registered Auditors

7 June 2010

Ashcombe Court

Woolsack Way

Godalming

Surrey

GU7 1LQ

# Redcliffe International (Shipping) Limited

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## Profit and Loss Account

For the year ended 31 December 2009

Company number 2674289

	Notes	2009 £	2008 £
Turnover	2	9,473,871	8,275,354
Cost of sales		(7,336,481)	(6,401,834)
Gross profit		2,137,390	1,873,520
Administrative expenses		(1,630,485)	(1,269,179)
Profit on ordinary activities before interest	3	506,905	604,341
Net interest payable	4	(4,505)	(5,934)
Profit on ordinary activities before taxation		502,400	598,407
Tax charge on profit on ordinary activities	5	(141,591)	(185,372)
Profit on ordinary activities after taxation and retained for the financial year	17	360,809	413,035

All the results above derive from continuing activities and there were no acquisitions in the year

The accompanying notes form an integral part of this profit and loss account

## Statement of Total Recognised Gains and Losses

For the year ended 31 December 2009

There were no recognised gains and losses other than the profits for the years ended 31 December 2009 and 2008

# Redcliffe International (Shipping) Limited

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## Balance Sheet

As at 31 December 2009

Company number 2674289

	Notes	2009		2008	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	7		172,215		133,963
Investments	8		59		59
			172,274		134,022
<b>Current assets</b>					
Debtors	9	2,306,862		2,549,974	
Cash at bank and in hand		540,375		688,076	
		2,847,237		3,238,050	
<b>Creditors: amounts falling due within one year</b>	10	(2,007,856)		(2,487,239)	
<b>Net current assets</b>			839,381		750,811
<b>Total assets less current liabilities</b>			1,011,655		884,833
<b>Creditors: amounts falling due after more than one year</b>	11		(23,529)		(9,928)
<b>Provisions for liabilities and charges</b>	13		(2,412)		-
<b>Net assets</b>			985,714		874,905
<b>Capital and reserves</b>					
Called up share capital	16		50,000		50,000
Profit and loss account	17		935,714		824,905
<b>Equity shareholders' funds</b>	18		985,714		874,905

The accompanying notes form an integral part of this balance sheet

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

The financial statements on pages 6 to 15 were approved by the Board on 7 June 2010 and signed on its behalf by:



MM Kendall

Director

7 June 2010



**1 Accounting policies***Accounting convention*

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. The accounting policies have been applied consistently throughout the year and the preceding year.

*Revenue recognition*

Revenue is recognised in the financial statements dependent upon the type of shipment. Where the Company arranges the import or export of a shipment, invoices are raised on the date of dispatch. For imports, where the company has not arranged the shipment, invoices are raised when the shipment has been delivered to or collected by the consignee.

*Tangible fixed assets*

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, apart from freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset over its expected useful life, as follows:

Plant and machinery	15% per year straight line
Motor vehicles	25% per year straight line

*Investments*

Investments are stated at cost less provision for any permanent diminution in value.

*Taxation*

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that had been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

**1 Accounting policies *continued******Foreign currency***

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Profits or losses arising on foreign currencies are dealt with in the profit and loss account against the transactions to which they relate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

***Pensions***

The Company operates two defined contribution schemes. The amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

***Related party***

The Company is a related party with Charles Kendall Group Limited, its Ultimate Parent Undertaking. As a wholly owned subsidiary, the Company is taking advantage of the exemption, under FRS 8 Related Party Disclosure, from making further disclosure of transactions with Charles Kendall Group Limited, and its fellow Subsidiary Undertakings.

***Finance leases and hire purchase commitments***

Assets acquired under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charges allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligations outstanding in each period.

***Operating leases***

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

***Cash flow exemption***

As a wholly owned subsidiary, the Company is taking advantage of the exemption, under FRS 1 (revised) Cash Flow Statements, from preparing a cash flow statement since its results are included in the published consolidated financial statements of Charles Kendall Group Limited, the Ultimate Parent Undertaking.

**2 Turnover**

Turnover represents the invoiced value of goods and services sold to third parties excluding import duty and value added tax and relates wholly to the principal activity. An analysis of turnover, all of which originates in the United Kingdom, by geographical market is as follows

	2009 £	2008 £
United Kingdom	3,822,606	5,380,267
Middle East	3,116,063	1,410,623
North America	82,097	46,518
Asia	1,114,594	-
Europe	1,337,360	993,764
Rest of the world	1,151	444,182
	<b>9,473,871</b>	<b>8,275,354</b>

**3 Profit on ordinary activities before interest  
is stated after charging/(crediting):**

Auditors' remuneration		
- Previous auditor	530	10,398
- Current auditor	9,000	9,000
Directors' remuneration	272,745	227,177
Depreciation of tangible fixed assets		
- Owned assets	28,382	23,927
- Under finance lease	45,917	41,376
Loss/(profit) on foreign currency translation	59,846	(88,431)
Operating lease rentals		
- plant and equipment	3,836	4,444
- buildings	28,000	28,000

**4 Net interest payable**

Bank loans and overdrafts repayable within five years	2	202
Finance lease and hire purchase contracts	112	5,722
Other interest payable	4,391	14
	<b>4,505</b>	<b>5,938</b>
Less		
Interest receivable on bank deposit accounts	-	(4)
	<b>4,505</b>	<b>5,934</b>

<b>5 Tax charge on profit on ordinary activities</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
<b>Current tax</b>		
UK corporation tax at 28% (2008 - 28%)	147,772	195,822
Adjustments in respect of previous periods	(11,413)	(2,538)
<b>Total current tax</b>	<b>136,359</b>	<b>193,284</b>
<b>Deferred tax</b>		
Other timing differences	5,232	(9,949)
Adjustments in respect of previous periods	-	2,037
<b>Total deferred tax (note 13)</b>	<b>5,232</b>	<b>(7,912)</b>
<b>Total tax charge on profit on ordinary activities</b>	<b>141,591</b>	<b>185,372</b>

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the ordinary activities before interest before tax is as follows

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
<b>Profit on ordinary activities before taxation</b>	<b>502,400</b>	<b>598,407</b>
<b>Tax on profit on ordinary activities at standard UK corporation tax rate of 28% (2008 - 28%)</b>	<b>140,672</b>	<b>167,554</b>
<b>Effects of</b>		
Capital allowances in excess of depreciation	(5,232)	9,949
Expenses not deductible for tax purposes	3,939	14,902
Marginal rate of corporation tax	8,393	3,417
Adjustments in respect of previous periods	(11,413)	(2,538)
<b>Current tax charge for the year</b>	<b>136,359</b>	<b>193,284</b>

## 6 Dividend paid

Dividend paid of £5 00 (2008 - £nil) on £1 ordinary shares	250,000	-
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<b>7 Tangible fixed assets</b>	<b>Plant &amp; Machinery</b>	<b>Motor Vehicles</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>Cost</b>			
At 1 January 2009	183,820	300,974	484,794
Additions	29,801	82,750	112,551
Disposals	-	(70,195)	(70,195)
<b>At 31 December 2009</b>	<b>213,621</b>	<b>313,529</b>	<b>527,150</b>
<b>Depreciation</b>			
At 1 January 2009	150,684	200,147	350,831
Charge for year	15,045	59,254	74,299
Disposals	-	(70,195)	(70,195)
<b>At 31 December 2009</b>	<b>165,729</b>	<b>189,206</b>	<b>354,935</b>
<b>Net book value</b>			
<b>At 31 December 2009</b>	<b>47,892</b>	<b>124,323</b>	<b>172,215</b>
<b>At 31 December 2008</b>	<b>33,136</b>	<b>100,827</b>	<b>133,963</b>

Included within fixed assets are assets held under finance leases or hire purchase contracts with a net book value of £92,576 (2008 - £55,743)

<b>8 Listed Investments</b>	<b>£</b>
<b>Cost</b>	
At 1 January 2009 and At 31 December 2009	<b>3,040</b>
<b>Provision for diminution in value</b>	
At 1 January 2009 and At 31 December 2009	<b>2,981</b>
<b>Net book value</b>	
<b>At 31 December 2009</b>	<b>59</b>
<b>At 31 December 2008</b>	<b>59</b>

Listed investments represent trade investments in listed shares on the London Stock Exchange and elsewhere. These shares had a market value, which is the same as their listed value on the Exchanges, of £76 (2008 - £59) at 31 December 2009.

## Notes to the financial statements

For the year ended 31 December 2009

Company number 2674289

9 Debtors	2009	2008
	£	£
Trade debtors	2,000,828	2,291,711
Amounts owed by Group undertakings	192,759	172,617
Deferred tax asset (note 13)	-	2,820
Other debtors	55,456	24,974
Prepayments and accrued income	57,819	57,852
	<b>2,306,862</b>	<b>2,549,974</b>

Included in debtors are amounts falling due after more than one year of £171,978 (2008 - £171,978)

## 10 Creditors, amounts falling due within one year

Net obligations under hire purchase contracts (note 12)	33,920	27,045
Trade creditors	413,795	1,312,602
Amounts owed to Group undertakings	1,289,873	533,412
Corporation tax	79,772	199,689
Other creditors	93	94
Accruals	190,403	414,397
	<b>2,007,856</b>	<b>2,487,239</b>

## 11 Creditors: amounts falling due after more than one year

Net obligations under hire purchase contracts (note 12)	23,529	9,928
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## 12 Net obligations under hire purchase contracts

*Maturity of debt*

In one year or less	33,920	27,045
Between one and five years	23,529	9,928
	<b>57,449</b>	<b>36,973</b>

Obligations under hire purchase contracts are secured on the assets to which they relate

13 Provisions for liabilities and charges	2009	2008
	£	£
Deferred tax		
Accelerated capital allowances	2,412	(2,820)
<i>Movement during the year</i>		£
At 1 January 2009		(2,820)
Credited to profit and loss account (note 5)		5,232
At 31 December 2009		<b>2,412</b>

14 Directors' emoluments	2009	2008
	£	£
Directors' remuneration	242,016	211,662
Directors' pension	30,729	15,515
	<b>272,745</b>	<b>227,177</b>

The remuneration of the highest paid Director was as follows

Salary and taxable benefits	93,661	108,603
Pension contributions	13,066	8,614
	<b>106,727</b>	<b>117,217</b>

Three of the Directors are employed by a fellow subsidiary undertaking in which the full cost of their remuneration is disclosed. It is not practicable to allocate the Directors' remuneration between Group companies.

#### 15 Pensions

The Company operates two defined contribution pension schemes. The assets of these schemes are held separately from those of the Company in independently administered funds. Contributions payable by the Company to the funds amounted to £49,578 (2008 - £43,076). There were no contributions payable to the plan at the year end.

The number of directors for whom retirement benefits are accruing under money purchase pension schemes was two (2008 - two). Four directors (2008 - three) are members of a separate Charles Kendall Group Pension Scheme.

16 Called up share capital	2009		2008	
	Number	£	Number	£
Allotted, issued and fully paid ordinary shares of £1 each	50,000	50,000	50,000	50,000

17 Profit and loss account	£
At 1 January 2009	824,905
Retained profit for the financial year	360,809
Dividends paid (note 6)	(250,000)
At 31 December 2009	<b>935,714</b>

18 Reconciliation of movements in equity shareholders' funds	2009	2008
	£	£
Profit for the financial year	360,809	413,035
Dividend paid (note 6)	(250,000)	-
Movement in equity shareholders' funds	<b>110,809</b>	<b>413,035</b>
Opening equity shareholders' funds	874,905	461,870
Closing equity shareholders' funds	<b>985,714</b>	<b>874,905</b>

**19 Financial commitments**

At 31 December 2009 the Company had annual commitments under non-cancellable operating leases which expire as follows

	2009	2008
	£	£
<b>Buildings.</b>		
In over five years	28,000	28,000

**Vehicles, plant and equipment:**

Within one year	353	1,659
Within two and five years	4,198	1,309

**20 Contingent Liabilities**

The Company has given a bank performance bond in favour of a customer amounting to US \$200,000 (2008 - US \$200,000) There were no liabilities in respect of this performance bond outstanding at the year end

**21 Ultimate Parent Undertaking**

The Directors regard Charles Kendall Group Limited, a Company registered in England and Wales, as the Company's Ultimate Parent Undertaking. The Directors of Charles Kendall Group Limited are the Ultimate Controlling Parties of the Company.

Charles Kendall Group Limited is the Parent Undertaking of the largest and smallest group of which the Company is a member and for which group financial statements are drawn up.

Copies of the group financial statements can be obtained from

The Company Secretary  
Charles Kendall Group Limited  
7 Albert Court  
Prince Consort Road  
London  
SW7 2BJ