Director's Report and Financial Statements for the Year Ended 31 August 2010

Paul & Co Chartered Accountants and Registered Auditors 11-12 Freetrade House Lowther Road Stanmore Middx HA7 1EP

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Company Information

Director

Dr R Ranger

Secretary

Mrs Renu Ranger

Registered office

Sun House 428 Long Drive Greenford Middlesex United Kingdom UB6 8UH

Bank

Barclays Bank plc

Wembley & Park Royal Br

Acorn House

36/38 Park Royal Road

Park Royal London NW10 7JA

Auditors

Paul & Co

Chartered Accountants and Registered Auditors

11-12 Freetrade House

Lowther Road Stanmore Middx HA7 IEP

Director's Report for the Year Ended 31 August 2010

The director presents his report and the audited financial statements for the year ended 31 August 2010

Director's responsibilities

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is 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 him to ensure the financial statements comply with the Companies Act 2006. He is also responsible for safegaurding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other iregularities.

The director has taken steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information. The director confirms that there is no relevant information that he knows of and which he knows the auditors are unaware of

Principal activity

The principal activity of the company is distribution and export of food and consumer products both overseas and in the UK

Business review

Fair review of the business

I am pleased to report that the company has continued its impressive performance in the year ended 31st August 2010. The consistent growth and success of the company has been achieved over the years and is the result of continuous product development and the progressive market penetration achieved worldwide. An analysis of company's performance over recent years is given below

Development and performance of the business

	2010	2009	2008	2007	2006
Turnover	£82,501,314	£59,624,029	£41,021,524	£31,959,400	£25,602,474
Turnover growth	38%	45%	28%	25%	36%
Gross profit margin	10%	8%	8%	8%	6%
Profit before tax	£5,372,575	£2,730,704	£1,057,183	£973,214	£145.298

Director's Report for the Year Ended 31 August 2010

continued

The reasons behind this success is due to the following three factors

- 1 Focus on providing our customers with a range of products
- 2 The strength and expertise of a well motivated management team which takes pride in the success of their company and believes in the director's vision
- 3 The support of our suppliers with whom we work as partners to achieve good quality and value for money products

Position of the business

At the end of the year, the net assets totalled £9,519,167 (2009 £5,703,759)

Financial risk

Financial risk management objectives and policies

The principal financial risks to which the Company is exposed are those of liquidity, interest rate, foreign currency and credit Each of these are managed in accordance with Board-approved policies. These policies are set out below

Price risk, credit risk, liquidity risk and cash flow risk

The business' activities expose it primarily to the financial risks of changes in foreign currency exchange rates

The business' principal financial instruments comprise bank balances, trade debtors, trade creditors and loans to the business. The main purpose of these instruments is to finance the business' operations

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

Loans comprise loans from financial institutions. The interest rates and monthly repayments are fixed. The business manages the liquidity risk by ensuring that there are sufficient funds to meet the payments.

The Company does not use derivative financial instruments for speculative purposes

Results and dividend

The results for the company are set out in the financial statements

The director does not recommend the payment of a dividend

Sun Mark Limited Director's Report for the Year Ended 31 August 2010

continued

Charitable donations

During the year the company made charitable donations of £26,883

Director

The director who held office during the year was as follows

- Dr R Ranger

Auditors

The auditors, Paul & Co, will be proposed for re-appointment in accordance with section 487 of the Companies Act 2006

Approved by the Board on 6 December 2010 and signed on its behalf by

Mrs Renu Ranger Company Secretary

Independent Auditors' Report to the Members of

Sun Mark Limited

We have audited the financial statements of Sun Mark Limited for the year ended 31 August 2010, set out on pages 7 to 21 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 Sections 495 and 496 of the Companies Act 2006. Our 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 directors and auditors

As explained more fully in the Director's Responsibilities Statement set out on page 2, the director is 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

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/uknp

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 August 2010 and of its 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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

Independent Auditors' Report to the Members of Sun Mark Limited

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Senior Statutory Auditor

for and on behalf of Paul & Co, Statutory Auditor

6 December 2010

11-12 Freetrade House Lowther Road Stanmore Middx HA7 1EP

Sun Mark Limited
Profit and Loss Account for the Year Ended 31 August 2010

	Note	2010 £	2009 £
Turnover	2	82,501,314	59,624,029
Cost of sales		(74,580,755)	(54,851,682)
Gross profit		7,920,559	4,772,347
Distribution costs		(229,543)	(145,899)
Administrative expenses		(2,327,021)	(1,991,136)
Other operating income	3	67,913	175,296
Operating profit	4	5,431,908	2,810,608
Other interest receivable and similar income		575	13,038
Interest payable and similar charges	7	(59,908)	(92,942)
Profit on ordinary activities before taxation		5,372,575	2,730,704
Tax on profit on ordinary activities	8	(1,557,167)	(788,276)
Profit for the financial year	18	3,815,408	1,942,428
Profit and loss reserve brought forward		4,732,259	2,874,831
Other profit and loss reserve movements	18	-	(85,000)
Profit and loss reserve carried forward		8,547,667	4,732,259

Turnover and operating profit derive wholly from continuing operations

The company has no recognised gains or losses for the year other than the results above

Sun Mark Limited (Registration number: 03010238)

Balance Sheet as at 31 August 2010

		201	0	200)9
	Note	£	£	£	£
Fixed assets					
Tangible assets	10		5,847,414		5,502,020
Investments	11		1,043,747		
			6,891,161		5,512,020
Current assets					
Stocks	12	4,106,789		3,917,374	
Debtors	13	12,481,989		6,030,809	
Cash at bank and in hand		1,196,578		855,792	
		17,785,356		10,803,975	
Creditors: Amounts falling due within one year	14	(12,449,300)		(7,790,427)	
Net current assets			5,336,056		3,013,548
Total assets less current liabilities			12,227,217		8,525,568
Creditors: Amounts falling due after more than one year	15		(2,682,883)		(2,817,024)
Provisions for liabilities	16		(25,167)		(4,785)
Net assets			9,519,167		5,703,759
Capital and reserves					
Called up share capital	17		170,000		170,000
Revaluation reserve	18		801,500		801,500
Profit and loss reserve	18		8,547,667		4,732,259
Shareholders' funds	19		9,519,167		5,703,759

These accounts were approved by the Director on 6 December 2010

Dr R Ranger Director

Sun Mark Limited Cash Flow Statement for the Year Ended 31 August 2010

		2010	2009
	Note	£	£
Net cash flow from operating activities	20	3,322,847	950,916
Returns on investment and servicing of finance	21	(59,333)	(79,904)
Taxation	21	(1,255,699)	(318,294)
Capital expenditure and financial investment			
Purchase of intangible fixed assets		(1,033,747)	-
Purchase of tangible fixed assets		(500,695)	(732,700)
Sale of tangible fixed assets		5,500	4,326
		(1,528,942)	(728,374)
Equity dividends paid		<u>-</u>	(136,000)
Cash inflow/(outflow) before management of liquid resources		478,873	(211 656)
and financing		4/0,0/3	(311,656)
Financing			
Increase in loans and borrowings		_	362,550
Repayment of loans and borrowings		(138,088)	(126,010)
Trophy mont or round and corner mage		(138,088)	236,540
Increase/(decrease) in cash		340,785	(75,116)
Reconciliation of net cash flow to me	ovement	in net debt	
		2010	2009
	Note	£	£
In a second of the second of the second	22	340,785	(75,116)
Increase/(decrease) in cash in the year Cash outflow/(inflow) from decrease/(increase) in debt and lease	22	340,763	(73,110)
financing		138,088	(236,540)
Change in net funds resulting from cash flows		478,873	(311,656)
·			
Translation difference		1	
Movement in net funds/(debt) in the year		478,874	(311,656)
Net debt at the start of the year	22	(2,102,149)	(1,790,493)
·	22	(1,623,275)	(2,102,149)
Net debt at the end of the year		(1,023,273)	(2,102,147)

Notes to the Financial Statements for the Year Ended 31 August 2010

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, and in accordance with applicable accounting standards

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows

	•
Land and buildings	2% straight line
Plant and machinery	25% written down value
Fixtures and fittings	25% written down value
Motor vehicles	25% written down value
Office equipment	25% written down value

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value

Stock

Stock is valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

Deferred taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date

Foreign currencies

Profit and loss account transactions in foreign currencies are translated into sterling at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Group accounts

The company is exempt from publishing group accounts as all its subsidiaries are non trading and dormant

2 Turnover

An analysis of turnover by geographical market is given below

	Sales - UK Sales - Rest of world Other sales income	2010 £ 9,029,947 73,464,255 82,494,202 7,112	2009 £ 7,937,130 51,686,899 59,624,029
	Turnover	82,501,314	59,624,029
	An analysis of turnover by segment is given below		
		2010 £	2009 £
	Sales	82,553,698	59,645,303
	Sales commissions	(59,496)	(21,274)
		82,494,202	59,624,029
	Other sales income	7,112	
	Turnover	82,501,314	59,624,029
3	Other operating income		
		2010 £	2009 £
	Rent receivable	67,838	175,296
	Other income	75 67,913	175,296

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

4 Operating profit

Operating profit is stated after charging/(crediting)

	2010		2009	
	£	£	£	£
Hire of other assets - operating leases		3,188		8,400
Auditors' remuneration The audit of the company's annual accounts Tax services	8,000 1,400		8,000 1,400	
		9,400		9,400
Foreign currency gains Profit on disposal of tangible		(55,816)		(185,162)
fixed assets		(1,671)		(2,146)
Depreciation of owned assets		151,472		126,331

5 Particulars of employees

The average number of persons employed by the company (including director) during the year, analysed by category, was as follows

	2010 No.	2009 No.
Distribution	12	10
Administration	24	20
Management	5	5
	41	35
The aggregate payroll costs of these persons were as follows		
	2010	2009
	£	£
Wages and salaries	870,978	729,873
Social security costs	83,721	69,584
	954,699	799,457

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

6	Director's remuneration		
	The director's remuneration for the year are as follows		
	Director's remuneration (including benefits in kind)	2010 £ 37,500	2009 £ 25,000
7	Interest payable and similar charges		
	Interest on bank borrowings	2010 £ 59,908	2009 £ 92,942

Notes to the Financial Statements for the Year Ended 31 August 2010

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Analysis	of	current	period	tax	charge
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	2010 £	2009 £
Current tax		
Corporation tax charge	1,536,785	788,276
Deferred tax		
Origination and reversal of timing differences	20,382	
Total tax on profit on ordinary activities	1,557,167	788,276
Factors affecting current period tax charge		
The tax assessed on the profit on ordinary activities for the year standard rate of corporation tax in the UK of 28 00% (2009 - 28 00)		higher than) the
The differences are reconciled below		
	2010 £	2009 £
Profit on ordinary activities before taxation	5,372,575	2,730,704
Standard rate corporation tax charge	1,504,321	764,597
Expenses not deductible for tax purposes (including goods)	16,083	8,632
Accelerated capital allowances	16,381	15,047
Total current tax for the year	1,536,785	788,276
Dividends		
	2010	2009
	£	£
Paid	•	85,000

Sun Mark Limited

Notes to the Financial Statements for the Year Ended 31 August 2010

10 Tangible fixed assets

Total £	5,978,561 500,695 (28,690) 6,450,566	476,541 (24,861) 151,472 603,152	5,847,414 5,502,020
Office equipment £	113,181 41,744	77,942 - 19,246 97,188	57,737 35,239
Motor vehicles £	33,015 45,935 (28,690) 50,260	25,944 (24,861) 12,295	36,882
Fixtures and fittings	94,387 31,429	69,735 - 14,020 83,755	42,061
Plant and machinery £	185,187 14,250	106,485 - 23,238 129,723	69 714
Freehold land and buildings £	5,552,791 367,337 - 5,920,128	196,435 - 82,673 279,108	5,641,020
	Cost or Valuation As at 1 September 2009 Additions Disposals As at 31 August 2010	Deprectation As at 1 September 2009 Eliminated on disposals Charge for the year As at 31 August 2010	Net book value As at 31 August 2010 As at 31 August 2009

Revaluation of fixed assets

The freehold land and buildings were revalued for the first time during the year ended 31 August 2008 at open market value basis by the director. The aggregate depreciation on freehold buildings under historical cost basis would have been £303,501 (2009 - £269,501)

Notes to the Financial Statements for the Year Ended 31 August 2010

11 Investments held as fixed assets

12

			Shares in group undertakings £
Cost As at 1 September 2009 Additions			10,000 1,033,747
As at 31 August 2010			1,043,747
Net book value			
As at 31 August 2010 As at 31 August 2009			1,043,747
The company holds more than 20% of	the share capital of the	following companies	
	Country of incorporation	Principal activity	Class %
Subsidiary undertakings			
Friendship Films Itd	UK	Production and distribution of films - Dormant	Ordinary 100
Associated holdings			
Sun Oil Nigeria	Nigeria	Dormant	Ordinary 50
		Capital & reserves £	Profit/(loss) for the period £
Subsidiary undertakings			
Friendship Films ltd		10,00	- 00
Associated holdings Sun Oil Nigeria		49,50	52 -
Stocks and work in progress			
		2010	2009
Stocks		£ 4,106,78	£
Sivens	Dage 16	4,100,76	3,717,374

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

13 Debtors

	2010	2009
	£	£
Trade debtors	10,946,166	5,550,474
Other debtors	1,519,507	463,099
Prepayments and accrued income	[6,316	17,236
	12,481,989	6,030,809

14 Creditors: Amounts falling due within one year

	2010 £	2009 £
Bank loans and overdrafts	136,970	140,917
Trade creditors	9,281,090	5,912,052
Corporation tax	1,083,076	801,990
Social security and other taxes	25,619	20,974
Other creditors	135,500	261,875
Accruals and deferred income	1,787,045	652,619
	12,449,300	7,790,427

Creditors amounts falling due within one year includes the following liabilities, on which security has been given by the company

	2010 £	2009 £
Bank loans	136,970	140,917

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

15	Creditors: Amoun	its falling due	after more than one year
13	Ci caitors, Amoui	ns raining duc	atter more man one year

	Bank loans and overdrafts	2010 £ 2,682,883	2009 £ 2,817,024
	Creditors amounts falling due after more than one year includes the fo	llowing liabilities,	on which security
	Bank loans	2010 £ 2,682,883	2009 £ 2,817,024
	Included in the creditors are the following amounts due after more than	n five years	
	After more than five years by instalments	2010 £ 2,135,002	2009 £ 2,253,356
16	Provisions for liabilities		
	As at 1 September 2009 Deferred tax provision charged to the profit and loss account As at 31 August 2010		Deferred tax provision £ 4,785 20,382 25,167
	Deferred tax Deferred tax is provided at 28 00% (2009 - 28 00%)	2010	2009
	Due to Timming differences	£ 25,167	£ 4,785
17	Share capital		
		2010 £	2009 £
	Allotted, called up and fully paid		
	Equity 170,000 Ordinary shares of £1 each	170,000	170,000

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

18 Reserves

19

Balance at 1 September 2009 Transfer from profit and loss account for the year Balance at 31 August 2010	Revaluation reserve £ 801,500 - 801,500	Profit and loss reserve £ 4,732,259 3,815,408 8,547,667	Total £ 5,533,759 3,815,408 9,349,167
Reconciliation of movements in shareholders' fur	nds		
		2010 £	2009 £
Profit attributable to members of the company Dividends		3,815,408	1,942,428 (85,000)
		3,815,408	1,857,428
Opening shareholders' funds		5,703,759	3,846,331
Closing shareholders' funds		9,519,167	5,703,759

Sun Mark Limited Notes to the Financial Statements for the Year Ended 31 August 2010

continued

20 Reconciliation of operating profit to operating cash flows

	2010	2009
	£	£
Operating profit	5,431,908	2,810,608
Depreciation, amortisation and impairment charges	151,471	126,330
Profit on disposal of fixed assets	(1,671)	(2,146)
Increase in stocks	(189,415)	(697,109)
Increase in debtors	(6,451,180)	(1,602,245)
Increase in creditors	4,381,734	315,478
Net cash inflow from operating activities	3,322,847	950,916

21 Analysis of cash flows

	2010 £	2009 £
Returns on investment and servicing of finance Other interest paid Interest received	(59,908) <u>575</u> (59,333)	(92,942) 13,038 (79,904)
Taxation Taxation paid	(1,255,699)	(318,294)

22 Analysis of net debt

	At start of period	Cash flow £	Acquisition (excluding cash and overdrafts) £	Other non-cash changes £	At end of period
Cash at bank and in hand	855,792	340,786			1,196,578
Debt due within one year Debt due after	(140,917)	-	138,088	(134,141)	(136,970)
one year Change in debt	(2,817,024) (2,957,941)	<u> </u>	138,088	134,141	(2,682,883) (2,819,853)

Notes to the Financial Statements for the Year Ended 31 August 2010

continued

Net debt

(2,102,149)

340,786

138,088

(1,623,275)

23 Related parties

Controlling entity

The company was under the control of Dr R S Ranger throughout the current and previous years Dr Ranger is the Managing Director and majority shareholder

Related party transactions

The Company traded with its related company Sea Air & Land Forwarding Limited in providing goods and services worth £5,146,280 (2009 £4,290,598) during the year. The company paid storage charges worth £360,000 (2009 £360,000) to Sea Air & Land Forwarding Ltd during the year and charged nil (2009 £90,000) towards usage of unit 5 and 6 to Sea Air and Land Forwarding Limited. During the year the company owed Sea Air and Land Forwarding Ltd £125,000 (2009 £250,000)

The company advanced a loan to a subsidiary undertaking of £163,957 (2009 £163,957) The loan is repayable on demand and is interest free

During the year company has advanced a loan of £620,817 to a key employee of the company who is also a relative of the director. The loan is repayable on demand and is interest free