

Overseas Trading Limited

Company Registration No: 4442532

Abbreviated accounts

For the year ended 31 May 2008

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OVERSEAS TRADING LIMITED

COMPANY INFORMATION

Directors	R B Segal J R Buitekant
Company secretary	J R Buitekant
Company number	04442532
Registered office	Top Floor, Tayson House Methley Road Castleford West Yorkshire WF10 1PA
Auditors	Mazars LLP Chartered Accountants & Registered Auditors Mazars House Gelderd Road Gildersome Leeds LS27 7JN
Bankers	HSBC Bank Plc 33 Park Row Leeds West Yorkshire LS1 1LD

OVERSEAS TRADING LIMITED

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OVERSEAS TRADING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2008

The directors present their report and the financial statements for the year ended 31 May 2008.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- 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 proper accounting records that 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 1985. 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 activities

The group's principal activity is the sourcing and distribution of food and non-food products to the wholesale and retail trade.

Business review

The group has performed well despite the economic uncertainty that we now know to be very real. A review of costs will help but will not stave off the drop in the strength of sterling in the current financial year.

Our strategy of constant review and new product innovation has enabled us to achieve increased business in a variety of distribution channels markets as we have been able to react quickly to market demands.

A cautious approach is prudent but we still position ourselves ready to react to market demand.

Risk exposure and mitigating procedures

Market risk

The group has excellent relationships with its key suppliers and customers and has contracts in place to source key materials.

Operational risk

The group has solid reporting systems and produces timely and accurate management information, which enables management to assess risk and make informed business decisions.

Foreign exchange risk

The group minimises some of risk by buying forward foreign currency options and assessing market conditions on a regular basis.

OVERSEAS TRADING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2008

Results and dividends

The profit for the year, after taxation, amounted to £47,178 (2007 - loss £31,561).

The directors do not recommend the payment of a dividend for the year ended 31 May 2008.

Directors

The directors who served during the year were:

R B Segal
J R Buitekant

Political and charitable contributions

During the year the company made charitable donations totalling £2,000 (2007 - £647).

Provision of information to auditors

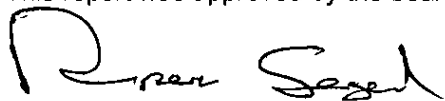
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that 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 Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

Auditors

Mazars LLP were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

This report was approved by the board on 30 March 2009 and signed on its behalf.



Director

OVERSEAS TRADING LIMITED

INDEPENDENT AUDITOR'S REPORT TO OVERSEAS TRADING LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts of Overseas Trading Limited for the year ended 31 May 2008, set out on pages 5 to 15, together with the financial statements of the company for the year ended 31 May 2008 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company in accordance with section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2006/3 'The special Auditor's report on abbreviated accounts in the United Kingdom' issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 5 to 15 have been properly prepared in accordance with that provision.

Other information

"On 30 March 2009 we reported as auditor to the company on the financial statements prepared under section 226 of the Companies Act 1985 and our audit report was as follows:

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us 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. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OVERSEAS TRADING LIMITED

INDEPENDENT AUDITOR'S REPORT TO OVERSEAS TRADING LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 May 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

Mazars LLP

Mazars LLP

Chartered Accountants

Registered Auditors

Mazars House

Gelderd Road

Gildersome

Leeds

LS27 7JN

Date: *30th March 2009*

OVERSEAS TRADING LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2008

	Note	2008 £	2007 £
Gross profit		2,599,913	1,626,193
Administrative expenses		(2,197,414)	(1,525,818)
Operating profit	2	402,499	100,375
Interest receivable		364	125
Interest payable	5	(273,815)	(132,061)
Profit/(loss) on ordinary activities before taxation		129,048	(31,561)
Tax on profit/(loss) on ordinary activities	6	(81,870)	-
Profit/(loss) on ordinary activities after taxation	13	47,178	(31,561)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2008 or 2007 other than those included in the profit and loss account.

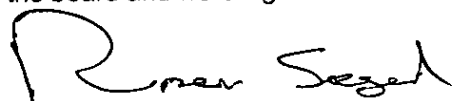
The notes on pages 7 to 15 form part of these financial statements.

OVERSEAS TRADING LIMITED

ABBREVIATED BALANCE SHEET AS AT 31 MAY 2008

	Note	£	2008 £	£	2007 £
Fixed assets					
Tangible fixed assets	7		67,440		57,445
Current assets					
Stocks	8	2,754,294		1,643,504	
Debtors	9	2,704,796		1,937,075	
Cash at bank and in hand		168		53,392	
			<u>5,459,258</u>	<u>3,633,971</u>	
Creditors: amounts falling due within one year	10	<u>(4,917,109)</u>		<u>(3,143,693)</u>	
Net current assets			542,149		490,278
Total assets less current liabilities			<u>609,589</u>		<u>547,723</u>
Creditors: amounts falling due after more than one year	11		<u>(141,288)</u>		<u>(126,600)</u>
Net assets			<u>468,301</u>		<u>421,123</u>
Capital and Reserves					
Called up share capital	12		100		100
Profit and loss account	13		<u>468,201</u>		<u>421,023</u>
Shareholders' funds	14		<u>468,301</u>		<u>421,123</u>

The abbreviated accounts, which have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to medium-sized companies, were approved and authorised for issue by the board and were signed on its behalf on 30 March 2009.



Director

The notes on pages 7 to 15 form part of these financial statements.

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

1. Accounting policies

1.1 Basis of preparation of financial statements

The full financial statements, from which these abbreviated accounts have been extracted, have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Motor vehicles	-	25%	reducing balance
Fixtures, fittings and office equipment	-	25%	reducing balance

1.4 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge 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 obligation outstanding in each period.

1.5 Operating leases

Rentals under operating leases are charged on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

1. Accounting policies (continued)

1.7 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.8 Pensions

The company contributes to the personal pension plans of the two directors.

2. Operating profit

The operating profit is stated after charging:

	2008 £	2007 £
Depreciation of tangible fixed assets:		
- owned by the company	6,658	4,375
- held under finance leases	11,820	14,774
Auditors' remuneration	13,000	8,500
Operating lease rentals:		
- other operating leases	41,084	17,704
	<u> </u>	<u> </u>

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

3. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2008 £	2007 £
Wages and salaries	1,115,498	589,981
Social security costs	101,628	61,375
Other pension costs	-	200,000
	<u>1,217,126</u>	<u>851,356</u>

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

	2008	2007
Directors	2	2
Sales	6	4
Office	13	7
	<u>21</u>	<u>13</u>

4. Directors' remuneration

	2008 £	2007 £
Emoluments	<u>613,963</u>	<u>272,770</u>
Company pension contributions to money purchase pension schemes	<u>-</u>	<u>200,000</u>

During the year retirement benefits were accruing to no directors (2007 - 2) in respect of money purchase pension schemes.

5. Interest payable

	2008 £	2007 £
On bank loans and overdrafts	130,265	49,213
On finance leases and hire purchase contracts	3,757	3,082
Other interest payable	139,793	79,766
	<u>273,815</u>	<u>132,061</u>

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

6. Taxation

	2008 £	2007 £
UK corporation tax charge on profit / (loss) for the year	81,870	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2007 - lower than) the standard rate of corporation tax in the UK (19%). The differences are explained below:

	2008 £	2007 £
Profit / (loss) on ordinary activities before tax	129,048	(31,561)
Profit / (loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2007 - 19%)	24,519	(5,997)
Effects of:		
Expenses not deductible for tax purposes	39,709	2,531
Depreciation for year in excess of capital allowances	16,306	197
Loss on disposal of fixed assets	1,336	291
Tax losses carried forward	-	2,978
Current tax charge for the year (see note above)	81,870	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

7. Tangible fixed assets

	Motor vehicles £	Furniture, fittings and equipment £	Total £
Cost			
At 1 June 2007	87,349	22,181	109,530
Additions	11,902	31,179	43,081
Disposals	(36,899)	-	(36,899)
At 31 May 2008	62,352	53,360	115,712
Depreciation			
At 1 June 2007	43,027	9,058	52,085
Charge for the year	11,293	7,185	18,478
On disposals	(22,291)	-	(22,291)
At 31 May 2008	32,029	16,243	48,272
Net book value			
At 31 May 2008	30,323	37,117	67,440
At 31 May 2007	44,322	13,123	57,445

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2008 £	2007 £
Motor vehicles	21,397	44,322
Furniture, fittings and equipment	1,581	-
	22,978	44,322

8. Stocks

	2008 £	2007 £
Finished goods and goods for resale	2,754,294	1,643,504

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

9. Debtors

	2008 £	2007 £
Trade debtors	2,644,157	1,924,837
Other debtors	10,537	1,764
Prepayments and accrued income	50,102	10,474
	<u>2,704,796</u>	<u>1,937,075</u>

10. Creditors: Amounts falling due within one year

	2008 £	2007 £
Bank loans and overdrafts	1,241,300	1,053,102
Net obligations under finance leases and hire purchase contracts	3,120	17,572
Trade creditors	592,849	569,269
Corporation tax	86,716	-
Social security and other taxes	236,559	30,352
Other creditors	2,049,837	1,185,813
Accruals and deferred income	706,728	287,585
	<u>4,917,109</u>	<u>3,143,693</u>

The banking facility is secured by a fixed and floating charge over all assets of the business and a life policy in respect of one of the directors. Included under other creditors is £2,049,837 (2007: £1,185,813) relating to the invoice financing facility on which security is held. The security is a charge over the company's trade debtors.

11. Creditors: Amounts falling due after more than one year

	2008 £	2007 £
Net obligations under finance leases and hire purchase contracts	702	6,014
Other creditors	140,586	120,586
	<u>141,288</u>	<u>126,600</u>

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

	2008 £	2007 £
Between one and five years	<u>702</u>	<u>6,014</u>

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

12. Share capital

	2008 £	2007 £
Authorised, allotted, called up and fully paid		
50 Ordinary 'A' shares shares of £1 each	50	50
50 Ordinary 'B' shares shares of £1 each	50	50
	<u>100</u>	<u>100</u>

Ordinary 'A' shares and Ordinary 'B' shares hold the same voting rights and rank pari passu.

13. Reserves

	Profit and loss account £
At 1 June 2007	421,023
Profit for the year	47,178
	<u>468,201</u>
At 31 May 2008	

14. Reconciliation of movement in shareholders' funds

	2008 £	2007 £
Opening shareholders' funds	421,123	462,684
Profit/(loss) for the year	47,178	(31,561)
Dividends (Note 15)	-	(10,000)
	<u>468,301</u>	<u>421,123</u>
Closing shareholders' funds		

15. Dividends

	2008 £	2007 £
Dividends paid on equity capital	<u>-</u>	<u>10,000</u>

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

16. Net cash flow from operations

	2008 £	2007 £
Operating profit	402,499	100,375
Depreciation of tangible fixed assets	18,478	19,149
Loss on disposal of tangible fixed assets	4,608	1,526
Increase in stocks	(1,110,790)	(870,601)
Increase in debtors	(767,724)	(997,868)
Increase in creditors	1,532,957	1,338,475
Net cash inflow/(outflow) from operations	80,028	(408,944)

17. Analysis of cash flows for headings netted in cash flow statement

	2008 £	2007 £
Returns on investments and servicing of finance		
Interest received	364	125
Interest paid	(270,058)	(128,978)
Hire purchase interest	(3,757)	(3,082)
Net cash outflow from returns on investments and servicing of finance	(273,451)	(131,935)

	2008 £	2007 £
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(43,081)	(13,612)
Sale of tangible fixed assets	10,000	3,500
Net cash outflow from capital expenditure	(33,081)	(10,112)

	2008 £	2007 £
Financing		
New secured loans	45,159	663,152
Repayment of finance leases	(19,764)	(17,572)
Net cash inflow from financing	25,395	645,580

OVERSEAS TRADING LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2008

18. Analysis of changes in net debt

	1 June 2007 £	Cash flow £	Other non-cash changes £	31 May 2008 £
Cash at bank and in hand:	53,392	(53,224)	-	168
Bank overdraft	-	(143,039)	-	(143,039)
	<u>53,392</u>	<u>(196,263)</u>	<u>-</u>	<u>(142,871)</u>
Debt:				
Debts due within one year	(1,070,674)	(25,395)	(5,312)	(1,101,381)
Debts falling due after more than one year	(6,014)	-	5,312	(702)
	<u>(1,023,296)</u>	<u>(221,658)</u>	<u>-</u>	<u>(1,244,954)</u>
Net debt				

19. Pension commitments

The company contributes into the personal pensions of the two directors. The pension cost charge represents contributions payable by the company to the funds and amounted to £NIL (2007 - £200,000). No contributions were payable at the balance sheet date.

20. Operating lease commitments

At 31 May 2008 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2008 £	2007 £	2008 £	Other 2007 £
Expiry date:				
Within 1 year	<u>28,993</u>	<u>20,323</u>	<u>2,765</u>	<u>23,072</u>