

Pride Shipping Limited

Report and Financial Statements

31 December 2012



Company Registered No 05070280

Contents

	Page
Directors' report	3
Statement of directors' responsibilities	5
Independent auditor's report	6
Profit and loss account	7
Statement of total recognised gains and losses	7
Balance sheet	8
Notes to financial statements	9

Pride Shipping Limited

Registered No 05070280

Directors

Alan Bekhor
Sunil Malhotra
Peter Johnson

Secretary

Harish Chikhlia

Auditors

BDO LLP
55 Baker Street
London
W1U 7EU

Registered Office

11 Manchester Square
London
W1U 3PW

Directors' report

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2012. All amounts are shown in U S Dollars, unless otherwise stated.

Results and dividends

The Company made a profit on ordinary activities before taxation of \$891,184 for the year (11 month period to 31 December 2011 \$2,005,960).

The directors approved an interim dividend of \$5,000,000 during the year but do not recommend the payment of a final dividend (31 December 2011 Nil).

Review of activities and review of the business

The principal activity of the Company during the year was that of vessel owning and operation.

The Company remains lessee of the vessel M V Gwendolen under a finance lease agreement with Gwendolen Shipping Limited. Gwendolen Shipping Limited is a wholly owned subsidiary of British Marine plc, the immediate parent undertaking of the Company.

The Company's key financial and other performance indicators during the year were as follows:

	Year to 31 Dec <u>2012</u> \$'000	Period to 31 Dec <u>2011</u> \$'000	Change %
Turnover	3,428	4,683	(26.8)
Total operating profit	1,162	2,295	(49.4)

The Company made a profit for the year, after taxation, of \$882,409 (11 month period to 31 December 2011 \$2,000,624).

The vessel, M V Gwendolen, is employed on a long term time charter to a British Marine (Asia) Pte Ltd at the prevailing market rate. British Marine (Asia) Pte Ltd is a wholly owned subsidiary of British Marine plc, the immediate parent undertaking of the Company. The vessel underwent scheduled maintenance on dry dock for 13 days during the year.

The Company intends to continue its activity of vessel owning and operation.

Principal risks and uncertainties

The directors have identified the need to manage the Company's material financial risks, including foreign exchange, liquidity and credit risks. These risks are monitored by the directors on a continuous basis.

The Company seeks to limit counterparty risk by conducting most of its banking activities with a limited number of major international banks, whose status is kept under review.

Price risk

The dry bulk market in the year ending 31 December 2012 was lower than the previous period with market freight rates for supramax averaging \$9,462 per day (31 Dec 2011 \$14,420). The decline in the market rate directly impacts the turnover of the Company.

Directors' report

Foreign exchange risk

The Company's activities are principally conducted in U S Dollars. Almost all of revenues and 90% of costs are in U S Dollars, with the remainder of costs denominated in sterling, Indian rupees and Euros. Overall exposure is kept under constant review.

Liquidity risk

The Company finances its business from its cash flow from operations and, as necessary, loans from its parent company. Liquidity risk is managed at a group level.

Credit risk

The Company closely manages its receivables and always seeks to find mutually acceptable agreements for any disputed items that may otherwise cause delays to payments. For this reason the Company considers that there are no material exposures in respect of trade and other receivables.

Cost base variation risk

Cost base variation risk is managed at a group level by the use of derivatives as appropriate. Forward Freight Agreements and Bunker Hedging contracts.

Going Concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Directors of the company

Alan Bekhor, Sunil Malhotra, and Peter Johnson served as directors throughout the year.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, the directors have taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Re-appointment of auditors

A resolution to re-appoint BDO LLP as the Company's auditors will be put to the forthcoming annual general meeting.



By Order of the Board
H CHIKHLIA
Secretary

Date 06 September 2013

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 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 accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Pride Shipping Limited

We have audited the financial statements of Pride Shipping Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. 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 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.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, 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 and express an opinion on 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/private.cfm.

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 2012 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.

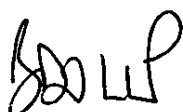
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial period 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.



Matthew White (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
Date 06 September 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and loss account

for the year ended 31 December 2012

	<i>Note</i>	<i>Year to 31 Dec 2012 \$</i>	<i>Period to 31 Dec 2011 \$</i>
Turnover	1(b)	3,428,239	4,683,308
Cost of sales		(2,184,343)	(2,210,240)
Gross profit		1,243,896	2,473,068
Administrative expenses		(82,257)	(177,589)
Operating profit	2	1,161,639	2,295,479
Interest receivable and other income	4	128	106
Interest payable and similar charges	5	(270,583)	(289,625)
Profit on ordinary activities before taxation		891,184	2,005,960
Taxation on profit on ordinary activities	6	(8,775)	(5,336)
Profit on ordinary activities after taxation	14,15	882,409	2,000,624

All activities are continuing activities

Statement of total recognised gains and losses for the year ended 31 December 2012.

There are no recognised gains and losses other than those shown in the profit and loss account above

Balance sheet

at 31 December 2012

	Note	31 Dec 2012 \$	31 Dec 2011 \$
Fixed assets			
Tangible fixed assets	7	13,281,836	13,551,187
Current assets			
Stock	8	111,716	68,883
Debtors	9	122,967	4,744,179
Cash at bank and in hand	10	481,676	750,504
		716,359	5,563,566
Creditors: amounts falling due within one year	11	(1,182,812)	(1,410,838)
Net current (liabilities) / assets		(466,453)	4,152,728
Total assets less current liabilities		12,815,383	17,703,915
Creditors: amounts falling due after more than one year	12	(3,064,809)	(3,835,750)
Net assets		9,750,574	13,868,165
Capital and reserves			
Called up share capital	13	2	2
Profit and loss account	14	9,750,572	13,868,163
Shareholders' funds	15	9,750,574	13,868,165

The financial statements were approved and authorised by the Board on 6 September 2013 and signed on its behalf by



P G Johnson
Chief Financial Officer

Notes to financial statements

at 31 December 2012

1 Accounting policies

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards

The comparatives in the financial statements cover an 11 month period from 1 February 2011 to 31 December 2011. This is a result of the Company changing its accounting reference date during the prior period to 31 December to align with the group's year end

The financial statements are stated in US Dollars, being the functional and presentational currency of the Company

(b) Turnover

Revenues are recorded when services are rendered, the Company has a charter agreement or other evidence of an arrangement, the price is fixed or determinable, and collection is reasonably assured. The Company primarily generates revenues from the transportation of cargo and the time charter of vessels. Estimated losses on voyages are provided for in full at the time such losses become evident. Voyages in progress at the period end are accounted for on a percentage completion basis.

Deferred voyage or charter revenues relate to amounts received prior to being earned. These amounts are recognised as revenues over the related voyage or charter period and include both amounts received from charterers and compensation for acquiring a vessel with an existing charter at below market rate.

Where the Company employs its vessels on time charters, for which it receives a fixed hire rate per day, the hire income is recognised on an accruals basis in line with the provision of the vessel to the charterer. Due allowance is made for off-hire when the vessel is unavailable to the charterer.

(c) Tangible fixed assets and depreciation (vessels)

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost includes costs directly attributable to making the asset capable of operating as intended. Depreciation is provided to write off the cost of the asset, after allowing for an estimated residual value, over its estimated useful life of 25 years from date of construction. The carrying values of tangible fixed assets are reviewed for impairments when events or changes in circumstances indicate the carrying value will not be recoverable.

(d) Drydocking costs

Vessels are subject to a major service (drydock) typically every 30 months. Drydocking costs are capitalised and written off to the profit and loss account on a straight line basis over the estimated period to the next drydock.

Notes to financial statements

at 31 December 2012

1 Accounting policies (continued)

(e) Stock

Stock is stated at the lower of cost and net realisable value on a first in first out basis. Stocks consist of bunkers, being fuel for the vessels, lubricating oil, stock under bond and food provisions.

(f) Foreign currencies

Transactions in foreign currencies are converted into U S Dollars at the rates ruling on the date of the transaction. Assets and liabilities denominated in foreign currencies are converted into U S Dollars at the rate of exchange ruling at the balance sheet date. All exchange differences have been dealt with in the profit and loss account.

(g) Taxation

The Company is resident in the United Kingdom and pays a flat rate tax based on the net tonnage of the vessel operated (tonnage tax). Any income and profits that the Company earns in the United Kingdom outside the tonnage tax regime are taxed under normal corporation tax rules.

Deferred tax (on non tonnage tax activities) is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

(h) Cash flow statement

Under FRS1 (Revised) the Company is exempt from the requirement to prepare a Statement of Cash Flows on the grounds that the ultimate parent undertaking includes the Company in its own publicly reported Consolidated Financial Statements.

(i) Related parties

The Company claims exemption under FRS8 in respect of transactions with wholly owned subsidiaries of the Britmar (UK) Limited group.

(j) Leasing

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the Company, are capitalised in the balance sheet and are depreciated over the shorter of the lease term and the asset's useful lives. The capital elements of future obligations under leases are included as liabilities in the balance sheet. The interest elements of the rental obligations are charged to the profit and loss account over the periods of the leases and represent a constant proportion of the balance of capital repayments outstanding.

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

Notes to financial statements

at 31 December 2012

2. Operating profit

Operating profit is stated after charging / (crediting)	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
Depreciation of tangible fixed assets held under finance leases	601,828	721,783
Foreign exchange differences	(241)	1,786
	<hr/>	<hr/>

Auditors' remuneration is charged on a group basis in the accounts of British Marine plc

3. Directors and staff costs

The directors received no remuneration in respect of their services as directors of the Company during the year (31 December 2011 Nil)

Staff costs during the year were as follows

	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
Wages and salaries	438,424	368,829
	<hr/>	<hr/>

The average monthly number of employees during the year was 21 (31 December 2011 22), all employed in an operations capacity

4. Interest receivable and similar income

	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
Bank interest receivable	128	106
	<hr/>	<hr/>

Notes to financial statements

at 31 December 2012

5. Interest payable and similar charges

	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
Finance lease charges	270,583	289,625

6. Taxation on profit on ordinary activities

The Company operates within the U K tonnage tax regime under which its vessel owning and operating activities are taxed based on the net tonnage of the vessel

	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
UK corporation tax	8,775	8,494
Adjustments in respect of prior periods	-	(3,158)
Total tax charge	8,775	5,336

Factors affecting the taxation charge for the period

The standard rate of corporation tax in the UK reduced from 26% to 24% on 1 April 2012, (31 Dec 2011 26%) The effective rate of tax is lower than the standard rate of corporation tax in the UK

The differences are explained below

	Year to 31 Dec 2012 \$	Period to 31 Dec 2011 \$
Profit on ordinary activities before tax	891,184	2,005,960
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK	218,340	531,579
Profits attributable to tonnage tax	(209,565)	(523,085)
Adjustments in respect of prior periods	-	(3,158)
Current tax charge	8,775	5,336

Notes to financial statements

at 31 December 2012

7. Tangible fixed assets

	<u>Vessels</u>	<u>Dry docking costs</u>	<u>Total</u>
	\$	\$	\$
Cost			
At 1 January 2012	16,517,662	559,264	17,076,926
Additions	-	332,477	332,477
Disposals	-	(559,264)	(559,264)
At 31 December 2012	16,517,662	332,477	16,850,139
	<u>Vessels</u>	<u>Dry docking costs</u>	<u>Total</u>
	\$	\$	\$
Depreciation			
At 1 January 2012	2,985,117	540,622	3,525,739
Charge for the period	561,021	40,807	601,828
Disposals	-	(559,264)	(559,264)
At 31 December 2012	3,546,138	22,165	3,568,303
Net book value			
At 31 December 2012	12,971,524	310,312	13,281,836
At 1 January 2012	13,532,545	18,642	13,551,187

The above amounts represent a vessel that was held under a finance lease. The depreciation charges made in the period are disclosed in Note 2 to the financial statements.

8. Stock

Stocks consist of the following

	<u>31 Dec 2012</u>	<u>31 Dec 2011</u>
	\$	\$
Lubricating oil	104,361	57,019
Stock under bond	7,355	11,864
	111,716	68,883

Notes to financial statements

at 31 December 2012

9. Debtors

	<i>31 Dec</i> <u>2012</u> \$	<i>31 Dec</i> <u>2011</u> \$
Trade debtors	-	13,936
Amount owed by parent company	-	4,618,672
Other debtors	18,153	19,830
Prepayments and accrued income	104,814	91,741
	<u>122,967</u>	<u>4,744,179</u>

10. Cash at bank and in hand

Cash at bank and in hand includes the following amounts

	<i>31 Dec</i> <u>2012</u> \$	<i>31 Dec</i> <u>2011</u> \$
Restricted amounts	481,676	750,504

Restricted amounts are funds held in Company bank accounts on retention for the finance lease obligation

11. Creditors: amounts falling due within one year

	<i>31 Dec</i> <u>2012</u> \$	<i>31 Dec</i> <u>2011</u> \$
Trade creditors	183,121	115,710
Corporation tax	9,807	6,991
Finance lease (Note 12)	770,939	728,985
Other creditors	10,572	78,039
Amount owed to parent company	85,699	-
Accruals and deferred income	122,674	481,113
	<u>1,182,812</u>	<u>1,410,838</u>

Notes to financial statements

at 31 December 2012

12. Creditors: amounts falling due after more than one year

	31 Dec 2012 \$	31 Dec 2011 \$
Finance lease creditor	3,064,809	3,835,750
Repayable as follows	31 Dec 2012 \$	31 Dec 2011 \$
Within one year	770,939	728,985
Between one and two years	815,307	770,939
Between two and five years	2,249,502	2,589,391
More than five years	-	475,420
	3,835,748	4,564,735
Less amounts due within one year (Note 11)	(770,939)	(728,985)
	3,064,809	3,835,750

13. Issued share capital

	31 Dec 2012 \$	31 Dec 2011 \$
Allotted, called-up and fully paid		
1 ordinary shares of £1 each	2	2

14. Profit and loss account

	31 Dec 2012 \$	31 Dec 2011 \$
At 1 January	13,868,163	11,867,539
Profit for the year / period	882,409	2,000,624
Interim dividend paid	(5,000,000)	-
At 31 December	9,750,572	13,868,163

Notes to financial statements

at 31 December 2012

15. Movement in shareholder's funds

	31 Dec 2012 \$	31 Dec 2011 \$
At 1 January	13,868,165	11,867,541
Profit for the year / period	882,409	2,000,624
Interim dividend paid	(5,000,000)	-
At 31 December	9,750,574	13,868,165

16. Commitments and contingencies

The Company's vessel is the subject of a finance lease from another group company. The Company is also a party to a cross guarantee with DVB bank related to the group financing arrangement.

17. Related party transactions

As a wholly owned subsidiary of Britmar (UK) Limited, the Company is exempt from the requirements of Financial Reporting Standard No. 8 (FRS8) to disclose transactions with other group members of the group headed by Britmar (UK) Limited.

18. Ultimate parent undertaking

The Company is the wholly-owned subsidiary of British Marine plc, a company incorporated in England, which is the immediate parent undertaking and the parent company of the smallest group in which the results of the company are consolidated.

The Company's ultimate parent undertaking is Britmar (UK) Limited, a company incorporated in England, which is the holding company of the largest group in which the results of the company are consolidated.

The individual company financial statements and the consolidated financial statements of British Marine plc and Britmar (UK) Limited may be requested from the registered office at 11 Manchester Square, London W1U 3PW.

19. Ultimate controlling party

Mr Alan Bekhor is the ultimate controlling party of the Company.