

Company Registration No. 05996964 (England and Wales)

**MARCELL ACQUISITION CO LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2016**

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# MARCELL ACQUISITION CO LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	J Ren X Kong
<b>Company number</b>	05996964
<b>Registered office</b>	Walk Mill Lane Cannock Staffordshire WS11 0XA
<b>Auditor</b>	BHP, Chartered Accountants 2 Rutland Park Sheffield S10 2PD
<b>Bankers</b>	Barclays Bank PLC PO Box 299 Birmingham B1 3PF

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# MARCELL ACQUISITION CO LIMITED

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# MARCELL ACQUISITION CO LIMITED

## STRATEGIC REPORT

**FOR THE YEAR ENDED 31 MARCH 2016**

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The directors present the strategic report for the year ended 31 March 2016.

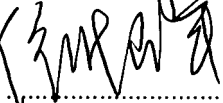
### **Fair review of the business**

Marcell Acquisition Co Limited is a holding company and does not trade. The company is part of the Bawtry Investments Ltd group, which is itself a subsidiary of Warrawee Investments Pte Limited, a company registered in Singapore. The group's trading subsidiaries are Nicholl Food Packaging Limited in the UK and a sales office company in Germany (Bachmann Aluminium GmbH). France (Ecopla France SAS), together with a distribution company based in Belgium (Ecopla Benelux SPRL) went into administration during the year.

The results for the year and the financial position of the company are as shown in the annexed financial statements.

The results on page 6 show an operating loss of £230k (2015 £82m profit), mainly attributable to legal and professional and other costs incurred as a result of the restructuring of the group. In 2015 the operating profit was exceptionally higher due to the release of a group loan of £82m.

On behalf of the board



J Ren

Director

19 December 2016

# MARCELL ACQUISITION CO LIMITED

## DIRECTORS' REPORT

**FOR THE YEAR ENDED 31 MARCH 2016**

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The directors present their annual report and financial statements for the year ended 31 March 2016.

### Principal activities

The principal activity of the company continued to be that of an intermediate holding company.

### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

J Ren  
X Kong

### Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

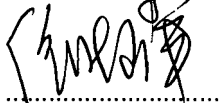
### Auditor

BHP, Chartered Accountants were appointed auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



J Ren

Director

19 December 2016

# **MARCELL ACQUISITION CO LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

***FOR THE YEAR ENDED 31 MARCH 2016***

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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). 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;
- 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.

# MARCELL ACQUISITION CO LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF MARCELL ACQUISITION CO LIMITED

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We have audited the financial statements of Marcell Acquisition Co Limited for the year ended 31 March 2016 set out 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 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 FRC's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### **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 March 2016 and of its loss 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# **MARCELL ACQUISITION CO LIMITED**

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF MARCELL ACQUISITION CO LIMITED**

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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.

**John Warner (Senior Statutory Auditor)**  
**for and on behalf of BHP, Chartered Accountants**

22 December 2016

**Chartered Accountants**  
**Statutory Auditor**

2 Rutland Park  
Sheffield  
S10 2PD



# MARCELL ACQUISITION CO LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2016

		2016	2015
	Notes	£	£
Administrative expenses		(230,512)	(56,860)
Exceptional items	3	-	82,481,483
<b>Operating (loss)/profit</b>	4	(230,512)	82,424,623
Interest receivable and similar income	5	-	7,120
Interest payable and similar charges	6	(52,332)	(34,447)
<b>(Loss)/profit before taxation</b>		(282,844)	82,397,296
Taxation	7	-	-
<b>(Loss)/profit for the financial year</b>		(282,844)	82,397,296

The profit and loss account has been prepared on the basis that all operations are continuing operations.

# MARCELL ACQUISITION CO LIMITED

## STATEMENT OF COMPREHENSIVE INCOME

*FOR THE YEAR ENDED 31 MARCH 2016*

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	2016 £	2015 £
(Loss)/profit for the year	(282,844)	82,397,296
Other comprehensive income	-	-
Total comprehensive income for the year	<u>(282,844)</u>	<u>82,397,296</u>

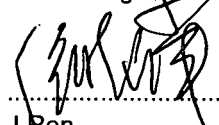
# MARCELL ACQUISITION CO LIMITED

## BALANCE SHEET

AS AT 31 MARCH 2016

	Notes	2016 £	£	2015 £	£
<b>Fixed assets</b>					
Investments	8	10,080,000		10,080,000	
<b>Current assets</b>					
Debtors	10	142,824		-	
<b>Creditors: amounts falling due within one year</b>	11	(5,958,473)		(5,532,805)	
<b>Net current liabilities</b>		(5,815,649)		(5,532,805)	
<b>Total assets less current liabilities</b>		4,264,351		4,547,195	
<b>Capital and reserves</b>					
Called up share capital	13	194,140		194,140	
Share premium account		1,320,460		1,320,460	
Profit and loss reserves		2,749,751		3,032,595	
<b>Total equity</b>		4,264,351		4,547,195	

The financial statements were approved by the board of directors and authorised for issue on 19/12/16 and are signed on its behalf by:

  
J Ren  
Director

Company Registration No. 05996964

# MARCELL ACQUISITION CO LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2016

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
<b>Balance at 1 April 2014</b>		194,140	1,320,460	(79,364,701)	(77,850,101)
<b>Year ended 31 March 2015:</b>					
Profit and total comprehensive income for the year		-	-	82,397,296	82,397,296
<b>Balance at 31 March 2015</b>		194,140	1,320,460	3,032,595	4,547,195
<b>Year ended 31 March 2016:</b>					
Loss and total comprehensive income for the year		-	-	(282,844)	(282,844)
<b>Balance at 31 March 2016</b>		194,140	1,320,460	2,749,751	4,264,351

# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2016

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#### 1 Accounting policies

##### Company information

Marcell Acquisition Co Limited is a company limited by shares incorporated in England and Wales. The registered office is Walk Mill Lane, Cannock, Staffordshire, WS11 0XA.

##### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 March 2016 are the first financial statements of Marcell Acquisition Co Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 April 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

##### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

##### 1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

##### 1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2016

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#### 1 Accounting policies

(Continued)

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Other financial assets**

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

##### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

##### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2016

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### 1 Accounting policies

(Continued)

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### **Other financial liabilities**

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

#### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

### 1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2016

### 3 Exceptional costs/(income)

	2016 £	2015 £
Group loan release	-	(82,481,483)

### 4 Operating (loss)/profit

	2016 £	2015 £
Operating (loss)/profit for the year is stated after charging/(crediting):		
Fees payable to the company's auditor for the audit of the company's financial statements	26,592	(668)

### 5 Interest receivable and similar income

	2016 £	2015 £
Interest income		
Interest on bank deposits	-	7,120

### 6 Interest payable and similar charges

	2016 £	2015 £
Interest on bank overdrafts and loans	38,458	-
Interest payable to group undertakings	13,874	34,447

### 7 Taxation

The actual charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2016 £	2015 £
(Loss)/profit before taxation	(282,844)	82,397,296
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 20.00% (2015: 20.00%)	(56,569)	16,479,459
Tax effect of expenses that are not deductible in determining taxable profit	-	(16,496,297)
Unutilised tax losses carried forward	56,569	16,838
Taxation for the year	-	-



# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2016

### 8 Fixed asset investments

	Notes	2016 £	2015 £
Investments in subsidiaries	9	10,080,000	10,080,000

#### Movements in fixed asset investments

	Shares in group undertakings £
<b>Cost or valuation</b>	
At 1 April 2015 & 31 March 2016	10,080,000
<b>Carrying amount</b>	
At 31 March 2016	10,080,000
At 31 March 2015	10,080,000

### 9 Subsidiaries

Details of the principal subsidiaries at 31 March 2016 are as follows:

Name of undertaking and country of incorporation or residency		Nature of business	Class of shareholding	% Held Direct Indirect
Nicholl Food Packaging Limited	UK	Manufacture of aluminium food containers	Ordinary	100.00
Ekco Group Limited	UK	Intermediate holding company	Ordinary	100.00
Watson and Watson Limited	UK	Intermediate holding company	Ordinary	100.00
Barclay and Soapy Limited	UK	Non trading	Ordinary	100.00
Bachmann Aluminium GmbH	Germany	Sales office	Ordinary	100.00

### 10 Debtors

	2016 £	2015 £
<b>Amounts falling due within one year:</b>		
Prepayments and accrued income	142,824	-

# MARCELL ACQUISITION CO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2016

### 11 Creditors: amounts falling due within one year

	Notes	2016 £	2015 £
Bank loans and overdrafts	12	93,313	54,855
Trade creditors		6,620	6,620
Amounts due to group undertakings		5,554,626	5,196,998
Accruals and deferred income		303,914	274,332
		<u>5,958,473</u>	<u>5,532,805</u>

### 12 Loans and overdrafts

	2016 £	2015 £
Bank overdrafts	<u>93,313</u>	<u>54,855</u>
Payable within one year	<u>93,313</u>	<u>54,855</u>

### 13 Share capital

	2016 £	2015 £
<b>Ordinary share capital Issued and fully paid</b>		
194,140 Ordinary shares of £1 each	<u>194,140</u>	<u>194,140</u>

### 14 Controlling party

The immediate parent company is Packco Limited, whose ultimate UK group parent company is Bawtry Investments Limited. Both companies are registered in England and Wales. Copies of Bawtry Investments Limited consolidated financial statements can be obtained from Bawtry Investments Limited, High Street, Austerfield, Doncaster, DN10 6QT.

The ultimate parent company is Warrawee Investments Pte Limited, a company registered in Singapore and controlled by J Ren.