

REGISTERED NUMBER: SC195460 (Scotland)

REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2014
FOR
THE FREIGHT.CO GROUP LIMITED



THE FREIGHT.CO GROUP LIMITED

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FOR THE YEAR ENDED 30 APRIL 2014

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THE FREIGHT.CO GROUP LIMITED

COMPANY INFORMATION
FOR THE YEAR ENDED 30 APRIL 2014

DIRECTORS:

J M Riddoch
D J Rae
G P Thornton
A Balfour

SECRETARY:

D J Rae

REGISTERED OFFICE:

Unit 5, Greenrole Estate
Howemoss Drive
Kirkhill, Dyce
Aberdeen
AB21 0GL

REGISTERED NUMBER:

SC195460 (Scotland)

AUDITORS:

Phil Dodgson & Partners Limited
Statutory Auditors
63/65 High Street
Skipton
North Yorkshire
BD23 1DS

THE FREIGHT.CO GROUP LIMITED

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30 APRIL 2014

The directors present their report with the financial statements of the company and the group for the year ended 30 April 2014.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 May 2013 to the date of this report.

J M Riddoch
D J Rae
G P Thornton
A Balfour

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, Phil Dodgson & Partners Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



D J Rae - Director

28 October 2014

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
THE FREIGHT.CO GROUP LIMITED**

We have audited the financial statements of The Freight.Co Group Limited for the year ended 30 April 2014 on pages five to fourteen. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 a Report of the Auditors 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 set out on page two, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 April 2014 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
THE FREIGHT.CO GROUP LIMITED

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Group Strategic Report or in preparing the Report of the Directors.



Philip Dodgson (Senior Statutory Auditor)
for and on behalf of Phil Dodgson & Partners Limited
Statutory Auditors
63/65 High Street
Skipton
North Yorkshire
BD23 1DS

28 October 2014

THE FREIGHT.CO GROUP LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 APRIL 2014

	Notes	2014 £	2013 £
TURNOVER		9,170,787	9,362,479
Cost of sales		6,712,538	7,148,171
GROSS PROFIT		2,458,249	2,214,308
Administrative expenses		2,149,780	1,923,064
		308,469	291,244
Other operating income		5,700	13,645
OPERATING PROFIT	2	314,169	304,889
Interest payable and similar charges		31,278	34,817
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		282,891	270,072
Tax on profit on ordinary activities	3	60,550	57,400
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		222,341	212,672
Minority interest - equity		10,212	(3,434)
RETAINED PROFIT FOR THE GROUP CARRIED FORWARD		212,129	216,106

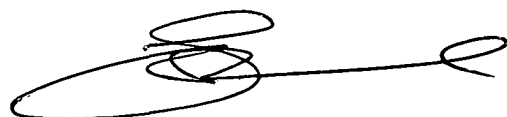
The notes form part of these financial statements

CONSOLIDATED BALANCE SHEET
30 APRIL 2014

	Notes	2014	2013
		£	£
FIXED ASSETS			
Intangible assets	6	3,800	3,800
Tangible assets	7	81,912	39,302
Investments	8	-	-
		<hr/>	<hr/>
		85,712	43,102
CURRENT ASSETS			
Stocks		488,735	523,305
Debtors	9	2,570,208	2,560,017
Cash at bank and in hand		109,082	2,988
		<hr/>	<hr/>
		3,168,025	3,086,310
CREDITORS			
Amounts falling due within one year	11	2,764,968	2,748,546
		<hr/>	<hr/>
NET CURRENT ASSETS		403,057	337,764
		<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES		488,769	380,866
PROVISIONS FOR LIABILITIES	14	(7,650)	(3,750)
MINORITY INTERESTS	15	(121,917)	(111,705)
		<hr/>	<hr/>
NET ASSETS		359,202	265,411
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	16	25,000	25,000
Profit and loss account	17	334,202	240,411
		<hr/>	<hr/>
SHAREHOLDERS' FUNDS		359,202	265,411
		<hr/>	<hr/>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 28 October 2014 and were signed on its behalf by:



J M Riddoch - Director

COMPANY BALANCE SHEET
30 APRIL 2014

	Notes	2014 £	2013 £
CURRENT ASSETS			
Debtors	9	106,877	96,624
Investments	10	31,802	31,802
Cash at bank		5,064	9,479
		<u>143,743</u>	<u>137,905</u>
CREDITORS			
Amounts falling due within one year	11	106,878	109,788
		<u>36,865</u>	<u>28,117</u>
NET CURRENT ASSETS			
		<u>36,865</u>	<u>28,117</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>36,865</u>	<u>28,117</u>
CAPITAL AND RESERVES			
Called up share capital	16	25,000	25,000
Profit and loss account	17	11,865	3,117
		<u>36,865</u>	<u>28,117</u>
SHAREHOLDERS' FUNDS		<u>36,865</u>	<u>28,117</u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 28 October 2014 and were signed on its behalf by:



J M Riddoch - Director

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Turnover

Turnover represents the sales of goods and services, excluding value added tax. Turnover is recognised when goods are despatched or services completed.

Goodwill

Goodwill represents the difference between the fair value of the consideration paid on acquisition of a business and the fair value of its separable net assets at the date of acquisition.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Land and buildings	- in accordance with the property
Plant and machinery etc	- 25% on cost, 25% on reducing balance and 10% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

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

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

2. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2014	2013
	£	£
Depreciation - owned assets	28,072	21,547
Profit on disposal of fixed assets	-	(5,675)
Auditors' remuneration	18,434	17,012
Pension costs	53,572	30,739
	<u>217,619</u>	<u>179,340</u>
Directors' remuneration and other benefits etc	<u>217,619</u>	<u>179,340</u>

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

3. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2014 £	2013 £
Current tax:		
UK corporation tax	56,650	57,400
Deferred tax	3,900	-
Tax on profit on ordinary activities	<u>60,550</u>	<u>57,400</u>

4. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the Profit and Loss Account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £94,086 (2013 - £85,541).

5. LEASEHOLD PROPERTY REFURBISHMENT

Work carried out to leasehold property in accordance with the terms of the lease amounts to £34,076.

6. INTANGIBLE FIXED ASSETS

Group

	Goodwill £
COST	
At 1 May 2013 and 30 April 2014	<u>3,800</u>
NET BOOK VALUE	
At 30 April 2014	<u>3,800</u>
At 30 April 2013	<u>3,800</u>

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

7. TANGIBLE FIXED ASSETS

Group

	Land and buildings £	Plant and machinery etc £	Totals £
COST			
At 1 May 2013	55,799	327,184	382,983
Additions	34,076	36,606	70,682
Disposals	-	(262,668)	(262,668)
At 30 April 2014	89,875	101,122	190,997
DEPRECIATION			
At 1 May 2013	55,799	287,882	343,681
Charge for year	6,817	21,255	28,072
Eliminated on disposal	-	(262,668)	(262,668)
At 30 April 2014	62,616	46,469	109,085
NET BOOK VALUE			
At 30 April 2014	27,259	54,653	81,912
At 30 April 2013	-	39,302	39,302

8. FIXED ASSET INVESTMENTS

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries

Freight.Co International Limited

Country of incorporation: Scotland

Nature of business: Freight forwarder

	% holding	2014 £	2013 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		207,322	166,935
Profit for the year		40,387	34,653

Crateco Limited

Country of incorporation: Scotland

Nature of business: Crate manufacturer

	% holding	2014 £	2013 £
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		63,087	30,411
Profit for the year		32,676	35,103

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

8. FIXED ASSET INVESTMENTS - continued

Freight.Co Rapid Despatch Limited

Country of incorporation: Scotland

Nature of business: Inland parcel conveyance service

	%		
Class of shares:	holding		
Ordinary	100.00		
		2014	2013
		£	£
Aggregate capital and reserves		(57,118)	(59,885)
Profit for the year		<u>2,767</u>	<u>1,140</u>

CK Weld.Co Limited

Country of incorporation: Scotland

Nature of business: Distribution of welding supplies

	%		
Class of shares:	holding		
Ordinary	50.00		
		2014	2013
		£	£
Aggregate capital and reserves		243,834	224,410
Profit for the year		<u>19,424</u>	<u>81,486</u>

9. DEBTORS

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	2,260,402	2,265,826	(12,101)	-
Other debtors	<u>281,056</u>	<u>265,441</u>	<u>118,978</u>	<u>96,624</u>
	<u>2,541,458</u>	<u>2,531,267</u>	<u>106,877</u>	<u>96,624</u>
Amounts falling due after more than one year:				
Other debtors	<u>28,750</u>	<u>28,750</u>	<u>-</u>	<u>-</u>
Aggregate amounts	<u>2,570,208</u>	<u>2,560,017</u>	<u>106,877</u>	<u>96,624</u>

There is an equitable assignment of the Group's book debts in respect of borrowings amounting to £1,290,463 (2013 - £1,189,355)

10. CURRENT ASSET INVESTMENTS

	Company	
	2014	2013
	£	£
Shares in group undertakings	<u>31,802</u>	<u>31,802</u>

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Bank loans and overdrafts	1,284,465	1,215,586	-	-
Trade creditors	972,257	1,207,060	4,287	-
Amounts owed to group undertakings	-	-	85,992	104,528
Taxation and social security	118,546	109,604	15,262	5,260
Other creditors	389,700	216,296	1,337	-
	<u>2,764,968</u>	<u>2,748,546</u>	<u>106,878</u>	<u>109,788</u>

12. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	Group	
	2014	2013
	£	£
Expiring:		
Within one year	15,717	16,857
Between one and five years	226,919	209,134
	<u>242,636</u>	<u>225,991</u>

13. SECURED DEBTS

The following secured debts are included within creditors:

	Group	
	2014	2013
	£	£
Bank overdrafts	<u>1,284,465</u>	<u>1,215,586</u>

A bond and floating charge has been given by Freight.Co International Limited to Bank of Scotland, over the assets of the company, excluding debtors, to secure the overdraft facility.

RBS Invoice Finance Limited has a floating charge over the assets of the group and the assets of Freight.Co International Limited, other than those pledged to Bank of Scotland.

Freight.Co International Limited has an overdraft facility of £60,000 with Bank of Scotland for which Mr J M Riddoch has provided a personal guarantee.

14. PROVISIONS FOR LIABILITIES

	Group	
	2014	2013
	£	£
Deferred tax		
Capital allowances	<u>7,650</u>	<u>3,750</u>

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

14. PROVISIONS FOR LIABILITIES - continued

Group

	Deferred tax £
Balance at 1 May 2013	3,750
Capital allowances	3,900
	<u>7,650</u>
Balance at 30 April 2014	<u>7,650</u>

15. MINORITY INTERESTS

50% of the ordinary share capital of C K Weld.Co Limited is held by Mr G P Thornton who is a director of that company.

16. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value: £1	2014 £	2013 £
25,000	Ordinary		<u>25,000</u>	<u>25,000</u>

17. RESERVES

Group

	Profit and loss account £
At 1 May 2013	240,411
Profit for the year	212,129
Dividends	(118,338)
	<u>334,202</u>
At 30 April 2014	<u>334,202</u>

Company

	Profit and loss account £
At 1 May 2013	3,117
Profit for the year	94,086
Dividends	(85,338)
	<u>11,865</u>
At 30 April 2014	<u>11,865</u>

THE FREIGHT.CO GROUP LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30 APRIL 2014

18. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES

The following advances and credits to a director subsisted during the years ended 30 April 2014 and 30 April 2013:

	2014 £	2013 £
J M Riddoch		
Balance outstanding at start of year	180,507	170,450
Amounts advanced	39,579	10,057
Amounts repaid	-	-
Balance outstanding at end of year	<u>220,086</u>	<u>180,507</u>

19. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of paragraph 16.2 FRSE 2008 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

During the year the group made sales of £168,260 (2013 - £125,112) and purchases of £19,469 (2013 - £93,043) from CK Weld.Co Limited.

At the balance sheet date the amount owed to CK Weld.Co Limited was £9,245 (2013 - £1,759)

The controlling party of the group is Mr J M Riddoch by virtue of control of a majority of the issued share capital.