# TYKO TRADING LIMITED FINANCIAL STATEMENTS 31 MARCH 2011



## **FOURM**

Chartered Accountants & Statutory Auditor
Stannergate House
41 Dundee Road West
Broughty Ferry
Dundee DD5 1NB

## FINANCIAL STATEMENTS

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## OFFICERS AND PROFESSIONAL ADVISERS

The director Mr R Morrison

Company secretary MBM Secretarial Services Limited

Registered office 5th Floor

7 Castle Street Edinburgh EH2 3AH

Auditor FourM

Chartered Accountants & Statutory Auditor Stannergate House 41 Dundee Road West Broughty Ferry

Dundee DD5 1NB

Bankers HSBC

7 West Nile Street

Glasgow G1 2RQ

Solicitors MBM Commercial LLP

5th Floor 7 Castle Street Edinburgh EH2 3AH

#### THE DIRECTOR'S REPORT

#### YEAR ENDED 31 MARCH 2011

The director has pleasure in presenting his report and the financial statements of the group for the year ended 31 March 2011.

## PRINCIPAL ACTIVITIES

The principal activity of the company and its subsidiaries during the year was the wholesale and online retail sale of various sporting and fashion goods. During the year, following a restructuring exercise, the main trading activities were transferred from Tyko Trading Limited to a new subsidiary company, Breo Limited. Following this restructuring, Tyko Trading Limited now operates as a management company.

#### **DIRECTOR**

The director who served the company during the year was as follows:

Mr R Morrison

#### **AUDITOR**

FourM is deemed to be re-appointed under section 487(2) of the Companies Act 2006.

#### **SMALL COMPANY PROVISIONS**

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

Registered office:

5th Floor

7 Castle Street

Edinburgh

EH2 3AH

Signed by

MR R MORRISON

Director

Approved by the director on 23 November 2011

#### STATEMENT OF DIRECTOR'S RESPONSIBILITIES

#### YEAR ENDED 31 MARCH 2011

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 the group and of the profit or loss of the group for that year. In preparing those financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

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

In so far as the director is aware:

- there is no relevant audit information of which the group's auditor is unaware; and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF TYKO TRADING LIMITED

#### YEAR ENDED 31 MARCH 2011

We have audited the group and parent company financial statements ("the financial statements") of Tyko Trading Limited for the year ended 31 March 2011 on pages 6 to 18. 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 shareholder, 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 shareholder 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed.

#### RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITOR

As explained more fully in the Director's Responsibilities Statement set out on page 3, 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 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

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 directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. 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 parent company's affairs as at 31 March 2011 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.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF TYKO TRADING LIMITED (continued)

#### YEAR ENDED 31 MARCH 2011

#### OPINION ON OTHER MATTERS 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 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the director's report.

IAIN McBRIDE (Senior Statutory

Auditor)

For and on behalf of

**FOURM** 

Chartered Accountants

& Statutory Auditor

Stannergate House 41 Dundee Road West Broughty Ferry Dundee DD5 1NB

23 November 2011

## **GROUP PROFIT AND LOSS ACCOUNT**

## YEAR ENDED 31 MARCH 2011

GROUP TURNOVER	Note	2011 £ 6,910,400	2010 £ 3,084,525
Cost of sales		4,332,438	1,227,122
GROSS PROFIT		2,577,962	1,857,403
Administrative expenses		1,629,039	493,384
OPERATING PROFIT	3	948,923	1,364,019
Interest payable and similar charges		1,125	_
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	ī	947,798	1,364,019
Tax on profit on ordinary activities	6	258,186	368,058
PROFIT FOR THE FINANCIAL YEAR	7	689,612	995,961

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

#### **GROUP BALANCE SHEET**

#### 31 MARCH 2011

		201	1	2010
	Note	£	£	£
FIXED ASSETS Tangible assets	9		160,187	61,476
CURRENT ASSETS				
Stocks		677,043		478,073
Debtors	11	1,376,690		836,125
Cash at bank and in hand		714,820		232,628
		2,768,553		1,546,826
CREDITORS: Amounts falling due within one				
year	12	1,237,949		607,123
NET CURRENT ASSETS			1,530,604	939,703
TOTAL ASSETS LESS CURRENT LIABILITIE	S		1,690,791	1,001,179
CAPITAL AND RESERVES				
Called-up equity share capital	15		1	1
Profit and loss account	16		1,690,790	1,001,178
SHAREHOLDER'S FUNDS			1,690,791	1,001,179

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

These financial statements were approved and signed by the director and authorised for issue on 23 November 2011.

MR R MORRISON Director

#### **BALANCE SHEET**

#### 31 MARCH 2011

		201	1	2010
	Note	£	£	£
FIXED ASSETS				
Tangible assets	9		_	61,476
Investments	10		2	_
				61,476
CURRENT ASSETS				
Stocks		_		478,073
Debtors	11	2,514,644		836,126
Cash at bank and in hand		99,623		232,627
		2,614,267		1,546,826
CREDITORS: Amounts falling due within one				
year	12	1,049,132		607,123
NET CURRENT ASSETS		<del> </del>	1,565,135	939,703
TOTAL ASSETS LESS CURRENT LIABILITIES	S		1,565,137	1,001,179
CAPITAL AND RESERVES				-
Called-up equity share capital	15		1	1
Profit and loss account	16		1,565,136	1,001,178
SHAREHOLDER'S FUNDS			1,565,137	1,001,179

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

These financial statements were approved and signed by the director and authorised for issue on 23 November 2011.

MR R MORRISON

Director

Company Registration Number: SC340567

## **GROUP CASH FLOW STATEMENT**

## YEAR ENDED 31 MARCH 2011

	2011 £	l £	2010 £
NET CASH INFLOW FROM OPERATING ACTIVITIES		987,280	339,969
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest paid	(1,125)		 
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(1,125)	_
TAXATION		(368,053)	(12,815)
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets	(135,910)		(59,655)
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE		(135,910)	(59,655)
EQUITY DIVIDENDS PAID		_	(57,000)
INCREASE IN CASH		482,192	210,499
RECONCILIATION OF OPERATING PROFIT TO OPERATING ACTIVITIES	NET CASH INF	LOW FROM	
		2011	2010
Operating profit Depreciation Increase in stocks Increase in debtors Increase in creditors		\$ 948,923 37,199 (198,970) (540,565) 740,693	12,184 (470,527)
Net cash inflow from operating activities		987,280	339,969
RECONCILIATION OF NET CASH FLOW TO MO	OVEMENT IN NI	ET FUNDS	<del></del>
		2011	2010
Increase in cash in the period		£ 482,192	£ 210,499
Movement in net funds in the period		482,192	210,499
Net funds at 1 April 2010		232,628	22,129
Net funds at 31 March 2011		714,820	232,628

## **GROUP CASH FLOW STATEMENT**

## YEAR ENDED 31 MARCH 2011

ANALYSIS	OF	CH	NCES	IN NET	FINDS
ANALYSIS	u)r	CHA	MINUTES	TIM IN E. I.	runus

ANALISIS OF CHANGES IN NET FUNDS	At		At
	1 Apr 2010	Cash flows 3	1 Mar 2011
	£	£	£
Net cash:			
Cash in hand and at bank	232,628	482,192	714,820
Net funds	232,628	482,192	714,820

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MARCH 2011

#### 1. ACCOUNTING POLICIES

#### Basis of accounting

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).

#### Going concern

The Director confirms that, after making appropriate enquiries, he has reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. For this reason, it continues to adopt the going concern basis in preparing these Financial Statements.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of companies acquired or disposed of are included in the group profit and loss account after or up to the date that control passes respectively. As a consolidated group profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

#### Turnover

The turnover shown in the profit and loss account represents goods sold during the year, exclusive of Value Added Tax.

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures & Fittings

25% straight line

Motor Vehicles

33% straight line

Equipment

25% - 33% straight line

#### Stocks

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

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MARCH 2011

#### 1. ACCOUNTING POLICIES (continued)

#### **Pension costs**

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the group profit and loss account.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### **Investments**

Investments comprise of shares held in subsidiary companies. The investments are held at cost less any perceived diminution in value.

#### 2. TURNOVER

Overseas turnover amounted to 3.31% (2010 - Nil%) of the total turnover for the year.

#### 3. OPERATING PROFIT

Operating profit is stated after charging/(crediting):

	2011	2010
	£	£
Depreciation of owned fixed assets	37,199	12,184
Auditor's fees	11,600	-
Net (profit)/loss on foreign currency translation	(52,889)	4,760

2010

## NOTES TO THE FINANCIAL STATEMENTS

## YEAR ENDED 31 MARCH 2011

4. PARTICULARS OF	<b>EMPLOYEES</b>
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5.

6.

The average number of staff employed by the group during the financial year amounted to:

	2011	2010
	No	No
Number of administrative staff		_12
The aggregate payroll costs of the above were:		
	2011 £	2010 £
Wages and salaries	497,377	104,427
Social security costs	65,060	8,271
Other pension costs	8,536	´ –
Other pension costs	6,420	15,000
	577,393	127,698
DIRECTOR'S REMUNERATION		
The director's aggregate remuneration in respect of qualifying	g services were:	
	2011	2010
A compacts warming mation	£ 24,252	£ 15,000
Aggregate remuneration  Value of company pension contributions to money purchase	24,232	13,000
schemes	6,420	15,000
	30,672	30,000
	30,072	30,000
The number of directors who accrued benefits under compare follows:	any pension sche	mes was a
	2011	2010
	No	No
Money purchase schemes	1	1
Money purchase schemes  TAXATION ON ORDINARY ACTIVITIES	1	1
	1	_1
TAXATION ON ORDINARY ACTIVITIES	2011	2010 £
TAXATION ON ORDINARY ACTIVITIES		2010
TAXATION ON ORDINARY ACTIVITIES  (a) Analysis of charge in the year	2011 £	2010
TAXATION ON ORDINARY ACTIVITIES  (a) Analysis of charge in the year  Current tax:	2011 £	2010

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MARCH 2011

## 6. TAXATION ON ORDINARY ACTIVITIES (continued)

## (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2010 - 28%).

	2011 £	2010 £
Profit on ordinary activities before taxation	947,798	1,364,019
Profit on ordinary activities by rate of tax	265,383	381,925
Expenses not deductible for tax purposes	1,123	317
Movement in deferred tax	(6,100)	(11,129)
Tax chargeable at lower rates	(2,220)	(3,055)
Total current tax (note 6(a))	258,186	368,058

#### 7. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the financial statements of the parent company was £563,958 (2010 - £995,961).

#### 8. DIVIDENDS

**Equity dividends** 

	2011 £	2010 £
Paid		
Equity dividends on ordinary shares		57,000

# NOTES TO THE FINANCIAL STATEMENTS

9.	TANGIBLE FIXED ASSETS				
	Group	Fixtures & Fittings £	Motor Vehicles £	Equipment £	Total £
	COST	_	-	-	
	At 1 April 2010	24,000	_	54,328	78,328
	Additions	21,759	20,520	93,631	135,910
	At 31 March 2011	45,759	20,520	147,959	214,238
	DEPRECIATION				
	At 1 April 2010	7,268	<del></del>	9,584	16,852
	Charge for the year	3,546	1,693	31,960	37,199
	At 31 March 2011	10,814	1,693	41,544	54,051
	NET BOOK VALUE				
	At 31 March 2011	34,945	18,827	106,415	160,187
	At 31 March 2010	16,732		44,744	61,476
	Company		Fixtures &		
	Company		Fittings	Equipment f	Total f
	Company			Equipment £	Total £
			Fittings	£ 54,328	£ 78,328
	COST		Fittings £	£ 54,328 17,942	£ 78,328 39,701
	COST At 1 April 2010		Fittings £	£ 54,328	£ 78,328
	COST At 1 April 2010 Additions		Fittings £ 24,000 21,759	£ 54,328 17,942	£ 78,328 39,701
	COST At 1 April 2010 Additions Disposals		Fittings £ 24,000 21,759	£ 54,328 17,942	£ 78,328 39,701
	COST At 1 April 2010 Additions Disposals At 31 March 2011		Fittings £ 24,000 21,759	£ 54,328 17,942	£ 78,328 39,701
	COST At 1 April 2010 Additions Disposals At 31 March 2011 DEPRECIATION		24,000 21,759 (45,759)	54,328 17,942 (72,270)	78,328 39,701 (118,029)
	COST At 1 April 2010 Additions Disposals At 31 March 2011  DEPRECIATION At 1 April 2010		24,000 21,759 (45,759) ————————————————————————————————————	\$ 54,328 17,942 (72,270)	78,328 39,701 (118,029) ————————————————————————————————————
	COST At 1 April 2010 Additions Disposals At 31 March 2011  DEPRECIATION At 1 April 2010 Charge for the year		24,000 21,759 (45,759) 	\$ 54,328 17,942 (72,270)	78,328 39,701 (118,029) ————————————————————————————————————
	COST At 1 April 2010 Additions Disposals At 31 March 2011  DEPRECIATION At 1 April 2010 Charge for the year On disposals		24,000 21,759 (45,759) 	\$ 54,328 17,942 (72,270)	78,328 39,701 (118,029) ————————————————————————————————————
	COST At 1 April 2010 Additions Disposals At 31 March 2011  DEPRECIATION At 1 April 2010 Charge for the year On disposals At 31 March 2011		24,000 21,759 (45,759) 	\$ 54,328 17,942 (72,270)	78,328 39,701 (118,029) ————————————————————————————————————

## NOTES TO THE FINANCIAL STATEMENTS

-					****	
10.	INVESTMENTS					
	Company					Group
						companies £
	COST Additions					2
						$\frac{2}{2}$
	At 31 March 2011					
	NET BOOK VALUE At 31 March 2011					2
	At 31 March 2010					
		Country of		Proportion of voting rights and		
		incorporation	Holding	shares held	Na	ture of business
	Subsidiary undertaki	ings				
	All held by the comp	any:			**** * 1	
	Breo Limited		Ordinary			and online retail ous sporting and
		Scotland	shares	100%		fashion goods
	Tyko Personnel	G 41 1	Ordinary	1000/	Provision of person	
	Limited	Scotland	shares	100%	otner gi	roup companies
11.	DEBTORS					
			Grou	р	Comp	any
			2011	2010	2011	2010
	Trade debtors	* 4.1	£ 652,206	£ 830,161	£ _	£ 830,161
	Amounts owed by associated undertakings		700,650		2,511,345	
	Other debtors		10,009	_	_	_
	Prepayments and accru	ued income	13,825	5,964	3,299	5,965
			1,376,690	836,125	2,514,644	836,126
						<del></del>

## NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MARCH 2011

#### 12. CREDITORS: Amounts falling due within one year

	Grou	Group		Company	
	2011 £	2010 £	2011 £	2010 £	
Trade creditors Amounts owed to associated	192,749	84,690	102,625	84,690	
undertakings	714,859	-	714,859	_	
Other creditors including taxation ar					
Corporation tax	258,191	368,058	226,117	368,058	
PAYE and social security	21,027	12,840		12,840	
VAT	1,328	72,104	1,031	72,104	
Other creditors	_	18,431	_	18,431	
Accruals and deferred income	49,795	51,000	4,500	51,000	
	1,237,949	607,123	1,049,132	607,123	

#### 13. COMMITMENTS UNDER OPERATING LEASES

At 31 March 2011 the group had annual commitments under non-cancellable operating leases as set out below.

	2011 £	2010 £
Operating leases which expire:		
Within 1 year	53,126	18,780

At 31 March 2011 the company had annual commitments under non-cancellable operating leases as set out below.

	2011	2010 £
	£	
Operating leases which expire:		
Within 1 year	-	18,780

#### 14. RELATED PARTY TRANSACTIONS

The company was under the control of Mr R Morrison throughout the current and previous year. Mr R Morrison is the managing director and majority shareholder.

During the year, the group purchased goods and services from Tyko HK Limited, an associated undertaking, as it is under the control of Mr R Morrison and registered in Hong Kong, to a total value of £2,172,159 (2010 - £Nil) at an arms length basis. At the year end, the group was due to pay Tyko HK Limited £714,859 (2010 - £Nil). This amount is included in Creditors above.

## NOTES TO THE FINANCIAL STATEMENTS

15.	SHARE CAPITAL				
	Allotted, called up and fully paid:				
		2011 No	£	2010 No	£
	100 Ordinary shares (2010 - 1) of £0.01 (2010 - £1) each	100	1	1	1
16.	RESERVES				
	Group			Profit a	and loss account
	Balance brought forward Profit for the year				01,178 89,612
	Balance carried forward			1,6	90,790
	Company			Profit a	nd loss account £
	Balance brought forward Profit for the year			•	01,178 63,958
	Balance carried forward			1,5	65,136