

Financial Statements New England Seafood International Limited

For the year ended 31 October 2015



Registered number: 02565953

Company Information

Directors	M R C Stroyan J L Ropner A J M Crawford ACA D T Aherne J M Robinson ACMA T H Faulkner I M Imray CA G D Eaton ACA
Registered number	02565953
Registered office	48 Cox Lane Chessington Surrey KT9 1TW
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 1020 Eskdale Road Winnersh Reading Berkshire RG41 5TS

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Directors' Report

For the year ended 31 October 2015

The directors present their report and the audited financial statements for the year ended 31 October 2015.

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, 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 and the profit or loss of the company and 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 judgments 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 group 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 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.

Dividends

During the year the Group recorded a profit after taxation of £2,656,218 (2014: £1,705,191). The directors do not recommend the payment of a final dividend (2014: no final dividend paid). An interim dividend amounting to £1.30 (2014: £1) per ordinary share was paid during the period.

Directors

The directors who served during the year were:

M R C Stroyan
J L Ropner
A J M Crawford ACA
D T Aherne
J M Robinson ACMA
P H Swatman ACA (retired 2 February 2015)
T H Faulkner
I M Imray CA
G D Eaton ACA

Directors' Report

For the year ended 31 October 2015

Disclosure of information to auditor

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

- so far as that director is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditor is aware of that information.

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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



I M Imray CA

Director

Date: 23 March 2016

Group Strategic Report

For the year ended 31 October 2015

Principal activities

The group is focussed on importing and processing premium fish and shellfish from sustainable sources around the world. These are marketed through retail, food service and wholesale distribution channels to fulfil consumers' growing demands for the health and lifestyle benefits of eating fish.

Business review

The Group's businesses had a successful year with growth on a number of fronts. Our new high care production facilities came on stream early in the year which provided expanded capacity and this was further supported by investing in more flexible packing capacity during the year. This allows us to deliver the exciting offerings coming out of our product development pipeline which continues to gain customer engagement. All of this is founded on our greater understanding of the consumer, an area in which we continue to invest.

The group is well placed to serve the continued growth of the European sushi market. The Joii Sushi business is delivering innovation to match consumer interest in new eating experiences and is providing support to customers to develop their businesses in a fast moving and demanding market environment.

Principal risks and uncertainties

The board assumes accountability for the management of risk. The directors continually assess risk with the aim to provide reasonable, but not absolute, assurance that the group's assets are safeguarded, the risks the business faces are mitigated and that senior management receive appropriate reporting of risk related matters. The board process along with internal control systems ensure that regular reviews are conducted of risk management effectiveness.

Our principal risks are managed in a range of ways, including:

- **Quality of raw material and food safety.** We invest significant time and cost in building strong supplier relationships, some of which have existed for many years. Our CSR team, which we expanded during the year, is constantly seeking new supply sources to match changing market demands for not only quality but also impeccable CSR credentials. Our highly regarded technical team operates separately from production management with the remit to challenge the business in all aspects of quality and food safety through a variety of review and auditing techniques. We are proud of the continued high ranking our products and processes achieve against industry comparators, in feedback from customers, suppliers and from a wide range of third party audits.
- **Talent.** Developing highly motivated colleagues who understand the contribution they can make to deliver the vision for the business is a key task for senior management. Providing the appropriate tools for our people to work effectively and efficiently requires constant investment. Our training and personal development programmes have been enhanced with a new range of leadership training designed specifically for our colleagues. Apprenticeships are growing our skill base and our graduates' progression is demonstrating the additional perspective young and active minds bring to the rapid development of our business.
- **Relentless focus on our customer's success.** We monitor closely the effectiveness of our category and consumer focussed approach to building continuous improvements for our customers and their consumers, building on our solid foundation of strong CSR and sustainability credentials. Measurement against business plans and key performance metrics such as service levels and product availability demonstrate achievements
- **IT systems.** We continue to invest to ensure we sustain robust secure and reliable IT systems. The ability of suppliers and customers to interact seamlessly with us is essential. This is supported by fully backed-up data, regular testing of contingency cover and strong relationships with our IT service providers.

Group Strategic Report (continued)

For the year ended 31 October 2015

- Foreign currency. The group enters into transactions in sterling and foreign currencies. Currency risk is managed through policies and procedures designed to control and monitor the extent and use of forward foreign exchange contracts. These contracts, and the group's other financial transactions, are placed with high quality financial counterparties.
- Credit risk. To manage credit risk arising from trade debtors the directors set credit limits for customers based on a combination of payment history and third party credit references. Payment performance, levels of debt against credit limits, debt ageing and collection history are constantly monitored.

Our corporate and social responsibilities

We value highly the reputation we have built from years of effort developing and improving the management and practices of the fisheries across the globe with which we trade. We continue to invest in supporting their development. Our sustainability team is constantly being supplemented by other leaders in our business to inform, educate and share ideas with stakeholders across the world. We are active in helping a wide range of parties to understand the changing consumer trends and increased regulations and how to react to these positively so delivering a more sustained market for their products and success for their local communities.

We work closely with our customers to help them achieve their sustainability goals. This includes supporting their efforts in auditing and improving supply chains, sharing knowledge and assessments of risk on a species and location basis and aligning their requirements with practical actions in local circumstances. We support apprenticeships and programmes to assist the long term unemployed back into the workplace. We have a thriving community of employees and consider diversity and continuous development to be fundamental to the success of the business. Our health and safety agenda has prominence in all management and board meetings and in our day to day lives. We continue to upgrade our capabilities and develop knowledge in best practice and encourage everyone to play their part in making our working environment as safe and healthy as possible.

We continue to extend our community involvement. Charitable activities are encouraged and our colleagues have run events to raise money for a number of good causes.

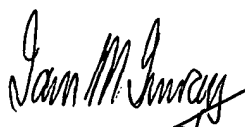
This report was approved by the board and signed on its behalf.



D T Ahern

Director

Date: 23/3/16



I M Imray CA

Director

Independent Auditor's Report to the Members of New England Seafood International Limited

We have audited the financial statements of New England Seafood International Limited for the year ended 31 October 2015, which comprise the consolidated profit and loss account, the consolidated statement of total recognised gains and losses, the consolidated and company balance sheets, the consolidated cash flow statement and reconciliation of net cash flow to movement in net debt, 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 auditor

As explained more fully in the Directors' responsibilities statement, set out on page 1, 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 Financial Reporting Council's website at 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 group's and of the parent company's affairs as at 31 October 2015 and of the group's 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the Group Strategic Report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.



Independent Auditor's Report to the Members of New England Seafood International 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.

A handwritten signature in black ink, appearing to read "Jim Rogers".

James Rogers (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
Reading
Date:

13 April 2016

Consolidated Profit and Loss Account

For the year ended 31 October 2015

	Note	2015 £	2014 £
Turnover	1,2	90,093,857	73,496,407
Cost of sales		(75,852,060)	(62,329,489)
Gross profit		14,241,797	11,166,918
Distribution costs		(3,705,442)	(3,399,866)
Administrative expenses		(7,065,308)	(5,558,367)
Operating profit	3	3,471,047	2,208,685
Interest receivable and similar income		5,676	8,517
Interest payable and similar charges	7	(116,264)	(125,801)
Profit on ordinary activities before taxation		3,360,459	2,091,401
Tax on profit on ordinary activities	8	(554,100)	(345,925)
Profit on ordinary activities after taxation		2,806,359	1,745,476
Minority interests		(150,141)	(40,285)
Profit for the financial year	18	2,656,218	1,705,191

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.


The notes on pages 11 to 27 form part of these financial statements.

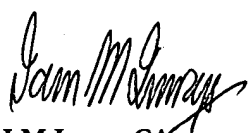
Consolidated Balance Sheet

As at 31 October 2015

	Note	£	2015 £	£	2014 £
Fixed assets					
Tangible assets	9		3,498,167		3,234,465
Current assets					
Stocks	12	5,299,310		6,179,015	
Debtors	13	10,099,655		8,734,195	
Cash at bank		3,278,227		1,661,665	
		<u>18,677,192</u>		<u>16,574,875</u>	
Creditors: amounts falling due within one year	14	<u>(11,014,841)</u>		<u>(10,890,330)</u>	
Net current assets			<u>7,662,351</u>		<u>5,684,545</u>
Total assets less current liabilities			<u>11,160,518</u>		<u>8,919,010</u>
Creditors: amounts falling due after more than one year	15		<u>(257,030)</u>		<u>(205,184)</u>
Net assets			<u><u>10,903,488</u></u>		<u><u>8,713,826</u></u>
Capital and reserves					
Called up share capital	17		71,800		58,880
Share premium account	18		20,383		-
Profit and loss account	18		<u>10,505,426</u>		<u>8,499,208</u>
Shareholders' funds	19		<u>10,597,609</u>		<u>8,558,088</u>
Minority interests	20		<u>305,879</u>		<u>155,738</u>
			<u><u>10,903,488</u></u>		<u><u>8,713,826</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


D T Ahern
Director
Date: 23/3/16


I M Imray CA
Director
Date: 23 March 2016


The notes on pages 11 to 27 form part of these financial statements.


Company Balance Sheet

As at 31 October 2015

	Note	£	2015 £	£	2014 £
Fixed assets					
Tangible assets	9		3,481,031		3,222,743
Investments	10		150,050		150,050
			<u>3,631,081</u>		<u>3,372,793</u>
Current assets					
Stocks	12	5,262,654		6,146,221	
Debtors	13	8,148,152		8,013,590	
Cash at bank		3,229,081		1,596,823	
		<u>16,639,887</u>		<u>15,756,634</u>	
Creditors: amounts falling due within one year	14	(9,572,239)		(10,412,723)	
Net current assets			<u>7,067,648</u>		<u>5,343,911</u>
Total assets less current liabilities			<u>10,698,729</u>		<u>8,716,704</u>
Creditors: amounts falling due after more than one year	15		(257,030)		(164,304)
Net assets			<u><u>10,441,699</u></u>		<u><u>8,552,400</u></u>
Capital and reserves					
Called up share capital	17		71,800		58,880
Share premium account	18		20,383		-
Profit and loss account	18		<u>10,349,516</u>		<u>8,493,520</u>
Shareholders' funds	19		<u><u>10,441,699</u></u>		<u><u>8,552,400</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


D T Ahern
Director
Date: 23/3/16


I M Imray CA
Director
Date: 23 March 2016

The notes on pages 11 to 27 form part of these financial statements.

Consolidated Cash Flow Statement

For the year ended 31 October 2015

	Note	2015 £	2014 £
Net cash flow from operating activities	22	4,234,924	3,066,602
Returns on investments and servicing of finance	23	(110,588)	32,716
Taxation		(337,331)	355,185
Capital expenditure and financial investment	23	(594,921)	(2,081,380)
Equity dividends paid		(650,000)	(500,000)
Cash inflow before financing		2,542,084	873,123
Financing	23	(1,787,432)	(833,019)
Increase in cash in the year		754,652	40,104

Reconciliation of Net Cash Flow to Movement in Net Debt

For the year ended 31 October 2015

		2015 £	2014 £
Increase in cash in the year		754,652	40,104
Cash outflow from decrease in debt and lease financing	23	1,786,452	833,019
Change in net debt resulting from cash flows		2,541,104	873,123
New hire purchase	24	(314,824)	-
Movement in net debt in the year		2,226,280	873,123
Net debt at 1 November 2014		(763,116)	(1,636,239)
Net funds/(debt) at 31 October 2015		1,463,164	(763,116)

The notes on pages 11 to 27 form part of these financial statements.

Notes to the Financial Statements

For the year ended 31 October 2015

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The accounting reference date is 31 October 2015. The financial statements for the current year are made up to the 53-week period ended 2 November 2015 and the position at that date. The comparative figures cover the 52-week period ended 27 October 2014 and the position at that date.

The directors have reviewed the accounting policies and consider that they remain the most appropriate for the Group and Company.

1.2 Basis of consolidation

The financial statements consolidate the accounts of New England Seafood International Limited and all of its subsidiary undertakings ('subsidiaries').

The results of subsidiaries acquired during the year are included from the effective date of acquisition.

All companies over which the group has the power to exercise dominant influence or control are consolidated as subsidiary undertakings.

1.3 Turnover

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

Revenue is recognised upon despatch of goods to customers.

1.4 Tangible fixed assets and depreciation

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

Plant and machinery	-	12 months to 10 years straight line, depending on the nature of the asset
Motor vehicles	-	5 years straight line
Fixtures and fittings	-	2 to 5 years straight line

1.5 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

Notes to the Financial Statements

For the year ended 31 October 2015

1. Accounting Policies (continued)

1.6 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.7 Operating leases

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

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

1.8 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost is calculated on a weighted average basis. Net realisable value comprises the anticipated proceeds of sales less sales costs.

1.9 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.10 Foreign currencies

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

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

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

Notes to the Financial Statements

For the year ended 31 October 2015

1. Accounting Policies (continued)

1.11 Research and development

Research and development expenditure is written off in the year in which it is incurred.

Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

1.12 Pensions

The Group operates a defined contribution pension scheme for its staff and contributes to separate schemes for its directors. The assets of the pension schemes are held separately from the Group's assets in independently managed funds. The pension cost charged represents the contributions payable by the Group to the funds in respect of the year in accordance with Financial Reporting Standard No. 17 'Retirement Benefits'.

1.13 Government grants

Grants relating to expenditure on tangible fixed assets are credited to the profit and loss account at the same rate as depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

2. Turnover

The whole of the turnover is attributable to the principal activity of the Group.

£4.42m of turnover arose from outside the United Kingdom (2014: £2.01m).

3. Operating profit

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

	2015 £	2014 £
Depreciation of tangible fixed assets:		
- owned by the group	756,765	477,492
- held under finance leases	183,549	418,545
Operating lease rentals:		
- plant and machinery	27,901	12,685
- other operating leases	272,700	269,700
Release of deferred government grant	(104,595)	(86,200)
(Profit)/loss on disposal of tangible fixed assets	(5,463)	(15,643)

Notes to the Financial Statements

For the year ended 31 October 2015

4. Auditors' remuneration

	2015 £	2014 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual accounts	37,000	36,300
Fees payable to the Group's auditor and its associates in respect of: Taxation compliance services	8,950	8,750
	<u>45,950</u>	<u>45,050</u>

5. Staff costs

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

	2015 £	2014 £
Wages and salaries	10,083,838	8,148,042
Social security costs	974,648	768,514
Other pension costs	199,629	94,881
	<u>11,258,115</u>	<u>9,011,437</u>

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

	2015 No.	2014 No.
Processing, sales and distribution	276	221
Administration	94	81
	<u>370</u>	<u>302</u>

6. Directors' remuneration

	2015 £	2014 £
Remuneration	1,149,688	1,037,674
Company pension contributions to defined contribution pension schemes	95,266	67,034

During the year retirement benefits were accruing to 5 directors (2014 - 5) in respect of defined contribution pension schemes.

Notes to the Financial Statements

For the year ended 31 October 2015

The highest paid director received remuneration of £262,255 (2014 - £239,011).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £16,896 (2014 - £12,702).

7. Interest payable

	2015	2014
	£	£
On bank loans and overdrafts	99,928	101,860
On finance leases and hire purchase contracts	16,336	23,941
	<u>116,264</u>	<u>125,801</u>

8. Taxation

	2015	2014
	£	£
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	500,885	267,357
Adjustments in respect of prior periods	(1,287)	52,709
Total current tax	<u>499,598</u>	<u>320,066</u>
Deferred tax (see note 16)		
Origination and reversal of timing differences	54,502	25,859
Tax on profit on ordinary activities	<u>554,100</u>	<u>345,925</u>

Notes to the Financial Statements

For the year ended 31 October 2015

8. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.41% (2014 - 21.83%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	<u>3,360,459</u>	<u>2,091,401</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.41% (2014 - 21.83%)	685,994	456,553
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	24,663	10,399
Capital allowances for period in excess of depreciation	(77,856)	(23,688)
Adjustments to tax charge in respect of prior periods	688	52,709
Short term timing difference leading to an increase (decrease) in taxation	-	3,856
Adjustments to brought forward values	(24,058)	-
Marginal relief	(1,135)	(1,738)
Fixed asset differences	27,749	(16,478)
Additional deduction for R&D expenditure	(170,821)	(163,707)
Other adjustments to tax charge	34,374	2,160
Current tax charge/(credit) for the period (see note above)	<u><u>499,598</u></u>	<u><u>320,066</u></u>

Notes to the Financial Statements

For the year ended 31 October 2015

9. Tangible fixed assets

Group	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
Cost				
At 1 November 2014	9,362,656	266,216	1,476,696	11,105,568
Additions	766,898	2,000	439,796	1,208,694
Disposals	(9,116)	(15,995)	-	(25,111)
At 31 October 2015	10,120,438	252,221	1,916,492	12,289,151
Depreciation				
At 1 November 2014	6,640,859	140,423	1,089,821	7,871,103
Charge for the year	762,548	38,845	138,921	940,314
On disposals	(6,837)	(13,596)	-	(20,433)
At 31 October 2015	7,396,570	165,672	1,228,742	8,790,984
Net book value				
At 31 October 2015	2,723,868	86,549	687,750	3,498,167
At 31 October 2014	2,721,797	125,793	386,875	3,234,465

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

Group	2015 £	2014 £
Plant and machinery	702,893	632,100
Motor vehicles	59,075	110,178
	<u>761,968</u>	<u>742,278</u>

Notes to the Financial Statements

For the year ended 31 October 2015

Company	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
Cost				
At 1 November 2014	9,349,461	266,216	1,476,696	11,092,373
Additions	756,906	2,000	439,796	1,198,702
Disposals	(9,116)	(15,995)	-	(25,111)
At 31 October 2015	10,097,251	252,221	1,916,492	12,265,964
Depreciation				
At 1 November 2014	6,639,386	140,423	1,089,821	7,869,630
Charge for the year	757,970	38,845	138,921	935,736
On disposals	(6,837)	(13,596)	-	(20,433)
At 31 October 2015	7,390,519	165,672	1,228,742	8,784,933
Net book value				
At 31 October 2015	2,706,732	86,549	687,750	3,481,031
At 31 October 2014	2,710,075	125,793	386,875	3,222,743

10. Fixed asset investments

Company	Investments in subsidiary companies £
Cost or valuation	
At 1 November 2014 and 31 October 2015	150,050
Net book value	
At 31 October 2015	150,050
At 31 October 2014	150,050

Details of the principal subsidiaries can be found under note number 11.

11. Principal subsidiaries

Company name	Country	Percentage Shareholding	Description
Joi Sushi Limited	England & Wales	50	Distribution of sushi products

Notes to the Financial Statements

For the year ended 31 October 2015

12. Stocks

	<u>Group</u>		<u>Company</u>	
	2015	2014	2015	2014
	£	£	£	£
Raw materials and goods for resale	<u>5,299,310</u>	<u>6,179,015</u>	<u>5,262,654</u>	<u>6,146,221</u>

13. Debtors

	<u>Group</u>		<u>Company</u>	
	2015	2014	2015	2014
	£	£	£	£
Trade debtors	8,438,492	7,132,606	6,293,172	5,513,847
Amounts owed by group undertakings	-	-	243,147	930,311
Other debtors	1,007,222	1,205,681	988,486	1,182,879
Prepayments and accrued income	583,421	270,886	560,246	265,187
Deferred tax asset (see note 16)	70,520	125,022	63,101	121,366
	<u>10,099,655</u>	<u>8,734,195</u>	<u>8,148,152</u>	<u>8,013,590</u>

Notes to the Financial Statements

For the year ended 31 October 2015

14. Creditors:

Amounts falling due within one year

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Bank loans and overdrafts	1,361,910	2,000,000	500,000	2,000,000
Net obligations under finance leases and hire purchase contracts	196,123	260,477	196,123	260,477
Trade creditors	4,921,927	4,937,137	4,772,622	4,612,020
Corporation tax	502,411	340,144	421,318	320,550
Other taxation and social security	304,762	242,019	304,762	242,019
Other creditors	658,053	464,540	640,840	464,540
Accruals and deferred income	3,069,655	2,646,013	2,736,574	2,513,117
	11,014,841	10,890,330	9,572,239	10,412,723

During the previous period, the Group renegotiated its loan agreement with Barclays Bank Plc, for a new term expiring 2017. The agreed facility structure is based on a quantum of borrowing, using a revolving credit facility, thus providing a long term commitment from the lender, with an additional facility provided to cover seasonal peaks in working capital.

These arrangements are subject to commercial covenants typical for these types of facilities and are secured by means of legal charges over the Group's assets.

Hire purchase agreements are secured by a charge on certain items of plant and machinery. These amounts are repayable over fixed periods that are agreed at the inception of each agreement.

Included within deferred income are government grants with a book value of £307,235 (2014: £123,022). Amortisation of £104,595 has been charged in the year (2014: £86,200) against the original grant value of £647,835 (2014: £359,027).

15. Creditors:

Amounts falling due after more than one year

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Net obligations under finance leases and hire purchase contracts	257,030	164,304	257,030	164,304
Amounts owed to related parties	-	40,880	-	-
	257,030	205,184	257,030	164,304

Notes to the Financial Statements

For the year ended 31 October 2015

15. Creditors:

Amounts falling due after more than one year (continued)

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

	<u>Group</u>		<u>Company</u>	
	2015	2014	2015	2014
	£	£	£	£
Between one and five years	257,030	164,304	257,030	164,304

16. Deferred tax asset

	<u>Group</u>		<u>Company</u>	
	2015	2014	2015	2014
	£	£	£	£
At beginning of year	125,022	150,880	121,366	137,619
Charge for the year (P&L)	(54,502)	(25,858)	(58,265)	(16,253)
At end of year	70,520	125,022	63,101	121,366

The deferred tax asset is made up as follows:

	<u>Group</u>		<u>Company</u>	
	2015	2014	2015	2014
	£	£	£	£
Accelerated capital allowances	24,701	124,881	28,128	115,225
Short term timing differences	45,819	141	34,973	6,141
	70,520	125,022	63,101	121,366

Notes to the Financial Statements

For the year ended 31 October 2015

17. Share capital

	2015 £	2014 £
Authorised		
1,000,000 Ordinary shares of £0.10 each	100,000	100,000
79,000 (2014 - 88,800) 'A' shares of £0.10 each	7,900	8,880
16,500 'B' shares of £0.10 each	1,650	-
13,200 'C' shares of £0.10 each	1,320	-
12,000 'D' shares of £0.40 each	4,800	-
10,000 'E' shares of £0.40 each	4,000	-
21,300 'F' shares of £0.10 each	2,130	-
	<u>121,800</u>	<u>108,880</u>
Allotted, called up and fully paid		
500,000 Ordinary shares of £0.10 each	50,000	50,000
79,000 (2014 - 88,800) 'A' shares of £0.10 each	7,900	8,880
16,500 'B' shares of £0.10 each	1,650	-
13,200 'C' shares of £0.10 each	1,320	-
12,000 'D' shares of £0.40 each	4,800	-
10,000 'E' shares of £0.40 each	4,000	-
21,300 'F' shares of £0.10 each	2,130	-
	<u>71,800</u>	<u>58,880</u>

On 08 May 2015 the Company cancelled 9,800 'A' Shares, with a nominal value of £980. The Company issued 73,000 shares of classes 'B', 'C', 'D', 'E' and 'F' on the same date corresponding to 12.74% of the total voting rights of the Company. These newly issued shares had a total fair value of £34,283. This amount has been recorded as £20,383 in the share premium and a share capital increase for the nominal amount of £13,900. A corresponding expense of £34,283 has been included in the consolidated profit and loss account reflecting the cost to the group. There are no vesting conditions or vesting period attached to these shares.

The 'A' shares and Ordinary shares both have one vote per share. The Ordinary shares have full dividend and capital rights. The 'A' shares have no dividend rights and no capital rights other than the return of nominal value on winding up. The 'A' shares rank pari passu in all other respects. The new shares issued in the current period have dividend rights based on profit hurdles, and carry limited capital rights.

Notes to the Financial Statements

For the year ended 31 October 2015

18. Reserves

Group	Share premium account £	Profit and loss account £
At 1 November 2014	-	8,499,208
Profit for the financial year	-	2,656,218
Dividends: Equity capital	-	(650,000)
Premium on shares issued during the year	20,383	-
	<hr/>	<hr/>
At 31 October 2015	20,383	10,505,426
	<hr/> <hr/>	<hr/> <hr/>

Company	Share premium account £	Profit and loss account £
At 1 November 2014	-	8,493,520
Profit for the financial year	-	2,505,996
Dividends: Equity capital	-	(650,000)
Premium on shares issued during the year	20,383	-
	<hr/>	<hr/>
At 31 October 2015	20,383	10,349,516
	<hr/> <hr/>	<hr/> <hr/>

Notes to the Financial Statements

For the year ended 31 October 2015

19. Reconciliation of movement in shareholders' funds

	2015	2014
Group	£	£
Opening shareholders' funds	8,558,088	7,352,897
Profit for the financial year	2,656,218	1,705,191
Dividends (Note 21)	(650,000)	(500,000)
Shares issued during the year	12,920	-
Share premium on shares issued (net of expenses)	20,383	-
Closing shareholders' funds	<u>10,597,609</u>	<u>8,558,088</u>

	2015	2014
Company	£	£
Opening shareholders' funds	8,552,400	7,387,494
Profit for the financial year	2,505,996	1,664,906
Dividends (Note 21)	(650,000)	(500,000)
Shares issued during the year	12,920	-
Share premium on shares issued (net of expenses)	20,383	-
Closing shareholders' funds	<u>10,441,699</u>	<u>8,552,400</u>

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own Profit and loss account.

The profit for the year dealt with in the accounts of the company was £2,505,996 (2014 - £1,664,906).

20. Minority interests

Equity	£
At 1 November 2014	155,738
Proportion of profit after taxation for the year	150,142
At 31 October 2015	<u>305,880</u>

21. Dividends

	2015	2014
	£	£
Dividends paid on equity capital	<u>650,000</u>	<u>500,000</u>

Notes to the Financial Statements

For the year ended 31 October 2015

22. Net cash flow from operating activities

	2015 £	2014 £
Operating profit	3,471,047	2,208,685
Depreciation of tangible fixed assets	940,314	897,509
Profit on disposal of tangible fixed assets	(5,463)	(15,643)
Decrease/(increase) in stocks	879,705	(535,992)
Increase in debtors	(1,419,958)	(1,410,796)
Increase in creditors	439,591	2,009,039
Release of deferred government grant	(104,595)	(86,200)
Shares issued for non-cash consideration	34,283	-
Net cash inflow from operating activities	4,234,924	3,066,602

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

	2015 £	2014 £
Returns on investments and servicing of finance		
Interest received	5,676	8,517
Interest paid	(97,857)	(101,860)
Hire purchase interest	(18,407)	(23,941)
Share capital paid in by minority interests	-	150,000
Net cash (outflow)/inflow from returns on investments and servicing of finance	(110,588)	32,716

	2015 £	2014 £
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(893,870)	(2,115,280)
Sale of tangible fixed assets	10,141	33,900
Government grants received	288,808	-
Net cash outflow from capital expenditure	(594,921)	(2,081,380)

	2015 £	2014 £
Financing		
Purchase of ordinary shares	(980)	-
Repayment of loans	(1,500,000)	(500,000)
Repayment of finance leases	(286,452)	(333,019)
Net cash outflow from financing	(1,787,432)	(833,019)

Notes to the Financial Statements

For the year ended 31 October 2015

24. Analysis of changes in net debt

	1 November 2014	Cash flow	Other non-cash changes	31 October 2015
	£	£	£	£
Cash at bank and in hand	1,661,665	1,616,562	-	3,278,227
Bank overdraft	-	(861,910)	-	(861,910)
	<u>1,661,665</u>	<u>754,652</u>	<u>-</u>	<u>2,416,317</u>
Debt:				
Debts due within one year	(2,260,477)	1,777,753	(213,399)	(696,123)
Debts falling due after more than one year	(164,304)	8,699	(101,425)	(257,030)
Net debt	<u>(763,116)</u>	<u>2,541,104</u>	<u>(314,824)</u>	<u>1,463,164</u>

25. Pension commitments

Contributions payable by the Group during the period were £193,187 (2014: £94,881).

26. Operating lease commitments

At 31 October 2015 the group and company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings			Other
	2015	2014	2015	2014
Group	£	£		£
Expiry date:				
Within 1 year	-	-	4,456	-
Between 2 and 5 years	-	269,700	-	28,809
After more than 5 years	<u>338,730</u>	<u>-</u>	<u>-</u>	<u>-</u>

27. Foreign exchange contracts

At the period end the Group had entered into forward contracts to reduce its exposure to movements in the principal exchange rates in which it transacts. The company has contracted for but not provided for forward foreign exchange contracts at the following:

€10,525,612 at exchange rates ranging between 1.36 and 1.39 €/£ (2014: €13,700,000 at rates ranging between 1.25 and 1.31 €/£).

\$12,425,173 at exchange rates ranging between 1.52 and 1.60 \$/£ (2014: \$17,781,480 at rates ranging between 1.49 and 1.69 \$/£).

Notes to the Financial Statements

For the year ended 31 October 2015

28. Related party transactions

Mr M R C Stroyan and Mr A J M Crawford held an interest in Samways Fish Merchants & International Transporters Limited until 2014. In 2014, the Group purchased goods totalling £317,794 and made sales of £211 to Samways Fish Merchants & International Transporters Limited.

29. Controlling party

The immediate and ultimate controlling party is Mr M R C Stroyan, by virtue of his majority shareholding.