

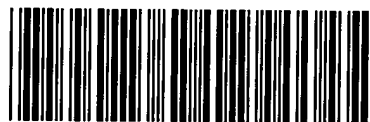
# Financial Statements New England Seafood International Limited

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**For the year ended 31 October 2014**

**Registered number: 02565953**

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## Company Information

<b>Directors</b>	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 (appointed 5 December 2013) G D Eaton ACA (appointed 16 April 2014)
<b>Registered number</b>	02565953
<b>Registered office</b>	48 Cox Lane Chessington Surrey KT9 1TW
<b>Independent auditor</b>	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 2014

The directors present their report and the financial statements for the year ended 31 October 2014.

## Results and dividends

The profit for the year, after taxation and minority interests, amounted to £1,705,191 (2013 - £2,020,261).

The directors do not recommend the payment of a final dividend (2013: no final dividend paid). An interim dividend amounting to £1 (2013: 50p) 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 (appointed 5 December 2013)  
G D Eaton ACA (appointed 16 April 2014)

## 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 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 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.

## Directors' Report

For the year ended 31 October 2014

### 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:

1 May 2015

# Group Strategic Report

For the year ended 31 October 2014

## Introduction

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 had a successful year with turnover increasing by 10% on improved margins which demonstrates early success in focussing the business on a category agenda to ensure our products are exciting consumers and delivering success for our customers. These returns have allowed us to continue to invest in our team to achieve our category and consumer understanding and then develop new products to suit market trends. As we continue on this path further investment will be committed.

The board believes that, with the foundations being built, the time was right to commit to expanding our production capacity and capabilities. As a result a significant investment was made in a new facility immediately next to our site which has been built to a high care specification so allowing not only additional capacity but the ability to handle new products suitable for the growing markets in which we operate. Subsequent to the year end this facility was brought into production and has received very positive feedback from customers.

Our Joli Sushi business which operates in the growing sushi market across Europe performed well and provides positive returns for the group. It is developing a sound reputation in its markets for quality products and excellent service levels along with providing customers with insight into using the group's products to develop their businesses. We look forward to its further development.

## 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 is constantly seeking new supply sources to match changing market demands for not only quality but also impeccable CSR credentials. Our 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 high ranking our products and processes achieve against industry comparators in feedback from customers, suppliers and other 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 receive not only positive feedback from participants but have achieved external recognition. Apprenticeships to grow our skill base and the preparation of our graduate intake for taking significant roles in the future of the business allow us to plan to expand the business in the knowledge that leaders at all levels will emerge to manage the challenges ahead.
- **Successful customer relationships.** The success of our category and consumer focussed approach to building continuous improvements for our customers and their consumer is monitored closely. Measurement against business plans and key performance metrics such as service levels and product availability demonstrate achievements.

## Group Strategic Report (continued)

For the year ended 31 October 2014

- IT systems. We 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.
- 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 established from years of effort for developing and improving management and practices of fisheries 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 see a growing role in helping fisheries 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 continue to extend our community involvement beyond the local business community. Charitable activities are encouraged and our colleagues are active in a number of organisations. These range from individuals who arrange specific events to raise money from their colleagues and others for causes of close personal interest, to the business supporting a local organisation, The Fircroft Trust, which works with adults living in the community with mental health problems and/or learning disabilities. Money raised and the provision of individuals' time has helped to improve the quality of the Fircroft Trust's facilities and has enabled it to extend its work in the community.

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



D T Aherne  
Director

Date: 1 May 2015



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 2014, 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, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council'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 group's and of the parent company's affairs as at 31 October 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; 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 cursive script that reads "Grant Thornton UK LLP".

James Rogers (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Statutory Auditor

Chartered Accountants

Reading

Date:

12 May 2015

## Consolidated Profit and Loss Account

For the year ended 31 October 2014

	Note	2014 £	2013 £
<b>Turnover</b>	1,2	<b>73,496,407</b>	67,019,687
Cost of sales		<u>(62,329,489)</u>	<u>(57,162,075)</u>
<b>Gross profit</b>		<b>11,166,918</b>	9,857,612
Distribution costs		<u>(3,399,866)</u>	<u>(2,852,600)</u>
Administrative expenses		<u>(5,558,367)</u>	<u>(4,843,888)</u>
<b>Operating profit</b>	3	<b>2,208,685</b>	2,161,124
Interest receivable and similar income		8,517	3,115
Interest payable and similar charges	7	<u>(125,801)</u>	<u>(133,002)</u>
<b>Profit on ordinary activities before taxation</b>		<b>2,091,401</b>	2,031,237
Tax on profit on ordinary activities	8	<u>(345,925)</u>	<u>(45,573)</u>
<b>Profit on ordinary activities after taxation</b>		<b>1,745,476</b>	1,985,664
Minority interests		<u>(40,285)</u>	<u>34,597</u>
<b>Profit for the financial year</b>	18	<b><u>1,705,191</u></b>	<b><u>2,020,261</u></b>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

The notes on pages 11 to 26 form part of these financial statements.

## Consolidated Balance Sheet

As at 31 October 2014

	Note	£	2014 £	£	2013 £
<b>Fixed assets</b>					
Tangible assets	9		3,234,465		2,034,953
<b>Current assets</b>					
Stocks	12	6,179,015		5,643,023	
Debtors	13	8,734,195		7,684,366	
Cash at bank		1,661,665		1,621,561	
		<u>16,574,875</u>		<u>14,948,950</u>	
<b>Creditors: amounts falling due within one year</b>	14	<u>(10,890,330)</u>		<u>(9,305,348)</u>	
<b>Net current assets</b>			<u>5,684,545</u>		<u>5,643,602</u>
<b>Total assets less current liabilities</b>			<u>8,919,010</u>		<u>7,678,555</u>
<b>Creditors: amounts falling due after more than one year</b>	15		<u>(205,184)</u>		<u>(360,205)</u>
<b>Net assets</b>			<u>8,713,826</u>		<u>7,318,350</u>
<b>Capital and reserves</b>					
Called up share capital	17		58,880		58,880
Profit and loss account	18		8,499,208		7,294,017
<b>Shareholders' funds</b>	19		8,558,088		7,352,897
<b>Minority interests</b>	20		155,738		(34,547)
			<u>8,713,826</u>		<u>7,318,350</u>

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



D T Aherne  
Director

Date: 1 May 2015



I M Imray CA  
Director

Date: 1 May 2015


The notes on pages 11 to 26 form part of these financial statements.


## Company Balance Sheet

As at 31 October 2014

	Note	£	2014 £	£	2013 £
<b>Fixed assets</b>					
Tangible assets	9		3,222,743		2,034,953
Investments	10		150,050		50
			<u>3,372,793</u>		<u>2,035,003</u>
<b>Current assets</b>					
Stocks	12	6,146,221		5,625,437	
Debtors	13	8,013,590		7,532,779	
Cash at bank		1,596,823		1,607,044	
		<u>15,756,634</u>		<u>14,765,260</u>	
<b>Creditors: amounts falling due within one year</b>	14	(10,412,723)		(9,093,444)	
<b>Net current assets</b>			<u>5,343,911</u>		<u>5,671,816</u>
<b>Total assets less current liabilities</b>			<u>8,716,704</u>		<u>7,706,819</u>
<b>Creditors: amounts falling due after more than one year</b>	15		(164,304)		(319,325)
<b>Net assets</b>			<u><u>8,552,400</u></u>		<u><u>7,387,494</u></u>
<b>Capital and reserves</b>					
Called up share capital	17		58,880		58,880
Profit and loss account	18		8,493,520		7,328,614
<b>Shareholders' funds</b>	19		<u><u>8,552,400</u></u>		<u><u>7,387,494</u></u>

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

  
D T Aherne  
Director  
Date: 1 May 2015

  
I M Imray CA  
Director  
Date: 1 May 2015

The notes on pages 11 to 26 form part of these financial statements.

## Consolidated Cash Flow Statement

For the year ended 31 October 2014

	Note	2014 £	2013 £
Net cash flow from operating activities	22	3,066,602	545,474
Returns on investments and servicing of finance	23	32,716	(129,837)
Taxation		355,185	(225,163)
Capital expenditure and financial investment	23	(2,081,380)	(90,761)
Equity dividends paid		(500,000)	(250,000)
<b>Cash inflow/(outflow) before financing</b>		<b>873,123</b>	<b>(150,287)</b>
Financing	23	(833,019)	(955,707)
<b>Increase/(Decrease) in cash in the year</b>		<b>40,104</b>	<b>(1,105,994)</b>

## Reconciliation of Net Cash Flow to Movement in Net Debt

For the year ended 31 October 2014

		2014 £	2013 £
Increase/(Decrease) in cash in the year		40,104	(1,105,994)
Cash outflow from decrease in debt and lease financing	23	833,019	955,707
<b>Change in net debt resulting from cash flows</b>		<b>873,123</b>	<b>(150,287)</b>
New hire purchase	24	-	(599,729)
<b>Movement in net debt in the year</b>		<b>873,123</b>	<b>(750,016)</b>
Net debt at 1 November 2013		(1,636,239)	(886,223)
<b>Net debt at 31 October 2014</b>		<b>(763,116)</b>	<b>(1,636,239)</b>

The notes on pages 11 to 26 form part of these financial statements.

# Notes to the Financial Statements

For the year ended 31 October 2014

## 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 financial statements are made up to 31 October 2014. The comparative figures cover the 52 week period ended 31 October 2013 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 or incorporated during the year are included from the effective date of acquisition or incorporation.

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	-	20% straight line
Motor vehicles	-	20% straight line
Fixtures and fittings	-	20% to 100% 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 2014

## 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 2014

## 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.

£2.01m of turnover arose from outside the United Kingdom (2013: £Nil).

## 3. Operating profit

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

	2014 £	2013 £
Depreciation of tangible fixed assets:		
- owned by the group	477,492	584,267
- held under finance leases	418,545	356,562
Operating lease rentals:		
- plant and machinery	12,685	75,771
- other operating leases	269,700	269,700
Difference on foreign exchange	-	2,739
Release of deferred government grant	(86,200)	(78,000)
(Profit)/loss on disposal of tangible fixed assets	(15,643)	(1,750)



# Notes to the Financial Statements

For the year ended 31 October 2014

## 4. Auditors' remuneration

	2014 £	2013 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual accounts	36,300	33,050
Fees payable to the Group's auditor and its associates in respect of: Taxation compliance services	8,750	8,500

## 5. Staff costs

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

	2014 £	2013 £
Wages and salaries	8,148,042	7,223,411
Social security costs	768,514	699,815
Other pension costs	94,881	72,703
	9,011,437	7,995,929

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

	2014 No.	2013 No.
Processing, sales and distribution	221	249
Administration	81	31
	302	280

## 6. Directors' remuneration

	2014 £	2013 £
Remuneration	1,037,674	858,931
Company pension contributions to defined contribution pension schemes	67,034	27,917

During the year retirement benefits were accruing to 5 directors (2013 - 5) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £239,011 (2013 - £243,625).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £12,702 (2013 - £6,750).

# Notes to the Financial Statements

For the year ended 31 October 2014

## 7. Interest payable

	2014	2013
	£	£
On bank loans and overdrafts	101,860	110,911
On finance leases and hire purchase contracts	23,941	22,091
	<u>125,801</u>	<u>133,002</u>

## 8. Taxation

	2014	2013
	£	£
<b>Analysis of tax charge in the year</b>		
<b>Current tax</b> (see note below)		
UK corporation tax charge on profit for the year	267,357	401,604
Adjustments in respect of prior periods	52,709	(367,618)
<b>Total current tax</b>	<u>320,066</u>	<u>33,986</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	25,859	(9,604)
Effect of increased tax rate on opening liability	-	21,191
<b>Total deferred tax</b> (see note 16)	<u>25,859</u>	<u>11,587</u>
<b>Tax on profit on ordinary activities</b>	<u>345,925</u>	<u>45,573</u>

# Notes to the Financial Statements

For the year ended 31 October 2014

## 8. Taxation (continued)

### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.83% (2013 - 23.8%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	<u>2,091,401</u>	<u>2,031,237</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.83% (2013 - 23.8%)	456,553	483,434
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	10,399	14,228
Capital allowances for period in excess of depreciation	(23,688)	(4,661)
Adjustments to tax charge in respect of prior periods	52,709	(367,618)
Short term timing difference leading to an increase (decrease) in taxation	3,856	1,017
Marginal relief	(1,738)	(388)
Fixed asset differences	(16,478)	12,247
Additional deduction for R&D expenditure	(163,707)	(177,174)
Other adjustments to tax charge	2,160	72,901
<b>Current tax charge/(credit) for the period (see note above)</b>	<u><u>320,066</u></u>	<u><u>33,986</u></u>

# Notes to the Financial Statements

For the year ended 31 October 2014

## 9. Tangible fixed assets

Group	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
<b>Cost</b>				
At 1 November 2013	7,565,155	293,994	1,236,105	9,095,254
Additions	1,797,501	77,188	240,591	2,115,280
Disposals	-	(104,966)	-	(104,966)
At 31 October 2014	9,362,656	266,216	1,476,696	11,105,568
<b>Depreciation</b>				
At 1 November 2013	5,966,161	176,751	917,389	7,060,301
Charge for the year	674,698	50,379	172,432	897,509
On disposals	-	(86,707)	-	(86,707)
At 31 October 2014	6,640,859	140,423	1,089,821	7,871,103
<b>Net book value</b>				
At 31 October 2014	2,721,797	125,793	386,875	3,234,465
At 31 October 2013	1,598,994	117,243	318,716	2,034,953

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

Group	2014 £	2013 £
Plant and machinery	632,100	961,292
Motor vehicles	110,178	66,809
	<u>742,278</u>	<u>1,028,101</u>

# Notes to the Financial Statements

For the year ended 31 October 2014

Company	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
<b>Cost</b>				
At 1 November 2013	7,565,155	293,994	1,236,105	9,095,254
Additions	1,784,306	77,188	240,591	2,102,085
Disposals	-	(104,966)	-	(104,966)
At 31 October 2014	9,349,461	266,216	1,476,696	11,092,373
<b>Depreciation</b>				
At 1 November 2013	5,966,161	176,751	917,389	7,060,301
Charge for the year	673,225	50,379	172,432	896,036
On disposals	-	(86,707)	-	(86,707)
At 31 October 2014	6,639,386	140,423	1,089,821	7,869,630
<b>Net book value</b>				
At 31 October 2014	2,710,075	125,793	386,875	3,222,743
At 31 October 2013	1,598,994	117,243	318,716	2,034,953

## 10. Fixed asset investments

Company	Investments in subsidiary companies £
<b>Cost or valuation</b>	
At 1 November 2013	50
Additions	150,000
At 31 October 2014	150,050
<b>Net book value</b>	
At 31 October 2014	150,050
At 31 October 2013	50

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

## 11. Principal subsidiaries

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

# Notes to the Financial Statements

For the year ended 31 October 2014

## 12. Stocks

	<u>Group</u>		<u>Company</u>	
	2014	2013	2014	2013
	£	£	£	£
Raw materials and goods for resale	<u>6,179,015</u>	<u>5,643,023</u>	<u>6,146,221</u>	<u>5,625,437</u>

## 13. Debtors

	<u>Group</u>		<u>Company</u>	
	2014	2013	2014	2013
	£	£	£	£
Trade debtors	7,132,606	5,890,192	5,513,847	5,486,040
Amounts owed by group undertakings	-	-	930,311	289,735
Other debtors	1,205,681	1,113,861	1,182,879	1,091,462
Prepayments and accrued income	270,886	194,325	265,187	192,815
Tax recoverable	-	335,108	-	335,108
Deferred tax asset (see note 16)	125,022	150,880	121,366	137,619
	<u>8,734,195</u>	<u>7,684,366</u>	<u>8,013,590</u>	<u>7,532,779</u>

Included within amounts owed by group undertakings is an amount of £40,880 (2013: £40,880) due after more than one year.

# Notes to the Financial Statements

For the year ended 31 October 2014

## 14. Creditors:

### Amounts falling due within one year

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Bank loans and overdrafts	2,000,000	2,500,000	2,000,000	2,500,000
Net obligations under finance leases and hire purchase contracts	260,477	438,475	260,477	438,475
Trade creditors	4,937,137	3,224,029	4,612,020	3,012,125
Corporation tax	340,144	-	320,550	-
Other taxation and social security	242,019	206,627	242,019	206,627
Other creditors	464,540	622,480	464,540	622,480
Accruals and deferred income	2,646,013	2,313,737	2,513,117	2,313,737
	<b>10,890,330</b>	<b>9,305,348</b>	<b>10,412,723</b>	<b>9,093,444</b>

During the current 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.

Included within deferred income is a government grant received with a book value of £123,022 (2013: £209,222). Amortisation of £86,200 has been charged in the year (2013: £78,000) against the original grant value of £359,027 (2013: £359,027).

## 15. Creditors:

### Amounts falling due after more than one year

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Net obligations under finance leases and hire purchase contracts	164,304	319,325	164,304	319,325
Amounts owed to related parties	40,880	40,880	-	-
	<b>205,184</b>	<b>360,205</b>	<b>164,304</b>	<b>319,325</b>

# Notes to the Financial Statements

For the year ended 31 October 2014

## 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>	
	2014	2013	2014	2013
	£	£	£	£
Between one and five years	<b>164,304</b>	319,325	<b>164,304</b>	319,325

Existing leases due after more than one year 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 loan.

## 16. Deferred tax asset

	<u>Group</u>		<u>Company</u>	
	2014	2013	2014	2013
	£	£	£	£
At beginning of year	<b>150,880</b>	162,467	<b>137,619</b>	162,467
Charge for the year (P&L)	<b>(25,858)</b>	(11,587)	<b>(16,253)</b>	(24,848)
At end of year	<b>125,022</b>	150,880	<b>121,366</b>	137,619

The deferred tax asset is made up as follows:

	<u>Group</u>		<u>Company</u>	
	2014	2013	2014	2013
	£	£	£	£
Accelerated capital allowances	<b>124,881</b>	135,011	<b>115,225</b>	135,011
Short term timing differences	<b>141</b>	2,608	<b>6,141</b>	2,608
Tax losses carried forward	-	13,261	-	-
	<b>125,022</b>	150,880	<b>121,366</b>	137,619



# Notes to the Financial Statements

For the year ended 31 October 2014

## 17. Share capital

	2014 £	2013 £
<b>Authorised</b>		
1,000,000 Ordinary shares of £0.10 each	100,000	100,000
88,800 'A' shares of £0.10 each	8,880	8,880
	<u>108,880</u>	<u>108,880</u>
<b>Allotted, called up and fully paid</b>		
500,000 Ordinary shares of £0.10 each	50,000	50,000
88,800 'A' shares of £0.10 each	8,880	8,880
	<u>58,880</u>	<u>58,880</u>

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. Shares rank pari passu in all other respects.

## 18. Reserves

<b>Group</b>	<b>Profit and loss account £</b>
At 1 November 2013	7,294,017
Profit for the financial year	1,705,191
Dividends: Equity capital	(500,000)
	<u>8,499,208</u>
At 31 October 2014	
<b>Company</b>	<b>Profit and loss account £</b>
At 1 November 2013	7,328,614
Profit for the financial year	1,664,906
Dividends: Equity capital	(500,000)
	<u>8,493,520</u>
At 31 October 2014	

# Notes to the Financial Statements

For the year ended 31 October 2014

## 19. Reconciliation of movement in shareholders' funds

	2014	2013
Group	£	£
Opening shareholders' funds	7,352,897	6,533,744
Prior year adjustments		(951,108)
Opening shareholders' funds (as restated)		5,582,636
Profit for the financial year	1,705,191	2,020,261
Dividends (Note 21)	(500,000)	(250,000)
Closing shareholders' funds	<u>8,558,088</u>	<u>7,352,897</u>
Company	2014	2013
	£	£
Opening shareholders' funds	7,387,494	6,533,744
Prior year adjustments		(951,108)
Opening shareholders' funds (as restated)		5,582,636
Profit for the financial year	1,664,906	2,054,858
Dividends (Note 21)	(500,000)	(250,000)
Closing shareholders' funds	<u>8,552,400</u>	<u>7,387,494</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 £1,664,906 (2013 - £2,054,858).

## 20. Minority interests

Equity	£
At 1 November 2013	(34,547)
Proportion of profit after taxation for the year	40,285
Shares issued during the year	150,000
At 31 October 2014	<u>155,738</u>

## 21. Dividends

	2014	2013
	£	£
Dividends paid on equity capital	<u>500,000</u>	<u>250,000</u>

# Notes to the Financial Statements

For the year ended 31 October 2014

## 22. Net cash flow from operating activities

	2014 £	2013 £
Operating profit	2,208,685	2,161,124
Depreciation of tangible fixed assets	897,509	940,829
Profit on disposal of tangible fixed assets	(15,643)	(1,750)
Increase in stocks	(535,992)	(2,335,860)
Increase in debtors	(1,410,796)	(140,297)
Increase/(decrease) in creditors	2,009,039	(572)
Release of deferred government grant	(86,200)	(78,000)
<b>Net cash inflow from operating activities</b>	<b>3,066,602</b>	<b>545,474</b>

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

	2014 £	2013 £
<b>Returns on investments and servicing of finance</b>		
Interest received	8,517	3,115
Interest paid	(101,860)	(110,911)
Hire purchase interest	(23,941)	(22,091)
Share capital paid in by minority interests	150,000	50
<b>Net cash inflow/(outflow) from returns on investments and servicing of finance</b>	<b>32,716</b>	<b>(129,837)</b>

	2014 £	2013 £
<b>Capital expenditure and financial investment</b>		
Purchase of tangible fixed assets	(2,115,280)	(92,511)
Sale of tangible fixed assets	33,900	1,750
<b>Net cash outflow from capital expenditure</b>	<b>(2,081,380)</b>	<b>(90,761)</b>

	2014 £	2013 £
<b>Financing</b>		
Repayment of loans	(500,000)	(500,000)
Repayment of finance leases	(333,019)	(455,707)
<b>Net cash outflow from financing</b>	<b>(833,019)</b>	<b>(955,707)</b>

# Notes to the Financial Statements

For the year ended 31 October 2014

## 24. Analysis of changes in net debt

	1 November 2013	Cash flow	Other non-cash changes	31 October 2014
	£	£	£	£
Cash at bank and in hand	1,621,561	40,104	-	1,661,665
<b>Debt:</b>				
Debts due within one year	(2,938,475)	833,019	(155,021)	(2,260,477)
Debts falling due after more than one year	(319,325)	-	155,021	(164,304)
<b>Net debt</b>	<b>(1,636,239)</b>	<b>873,123</b>	<b>-</b>	<b>(763,116)</b>

## 25. Pension commitments

Contributions payable by the Group during the period were £94,881 (2013: £72,073).

## 26. Operating lease commitments

At 31 October 2014 the group and company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings			Other
	2014	2013	2014	2013
	£	£		£
<b>Group</b>				
<b>Expiry date:</b>				
Between 2 and 5 years	269,700	269,700	28,809	-

## 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:

€13,700,000 at exchange rates ranging between 1.25 and 1.31 €/£ (2013: €4,250,000 at rates ranging between 1.16 and 1.19 €/£).

\$17,781,480 at exchange rates ranging between 1.49 and 1.69 \$/£ (2013: \$12,750,000 at rates ranging between 1.51 and 1.59 \$/£).

## Notes to the Financial Statements

For the year ended 31 October 2014

### **28. Related party transactions**

During the period the Group purchased goods totaling £317,794 (2013: £1,040,423), on an arms length basis, from Samway's Fish Merchants & International Transporters Ltd, a business that Mr M R C Stroyan and Mr A J M Crawford held an interest in. In addition sales of £211 (2013: £Nil) were made. The interest was disposed of during the year so is no longer considered a related party.

At the period end, the following amounts were owed by the directors to the Group:

D T Aherne £30  
J M Robinson £2,950  
A J C Crawford £2,950  
M R C Stroyan £2,950

### **29. Controlling party**

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