J.Marr (Seafoods) Limited
Annual report and financial statements
for the year ended 31 March 2013

Registered number 199160

J. Marr (Seafoods) Limited

Directors' report for the year ended 31 March 2012

The directors present their report and the audited financial statements of the Company for the year ended 31 March 2013

Principal activities and business review
The Company's principal activity is fish trading

The results for the year are shown in the profit and loss account on page 5 The financial position of the Company is satisfactory and the Company should continue to trade profitably in the current year

The Company's profit for the financial year is £4,714,000 (2012 £4,526,000) The company paid a dividend on preferred ordinary shares amounting to £445,000 (2012 £445,000) The aggregate dividends on the ordinary shares recognised during the year amounts to £584,000 (2012 £1,980,000) excluding proposed A final dividend of £175,000 (2012 £583,000) is proposed

Principal risks and uncertainties
The directors manage the Company's risks at a Group level For this reason, the Company's directors believe that discussion of the Group's risks and analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company's business The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Annual Report of Andrew Marr International Limited

Directors
The directors of the Company who served during the year and up to the date of signing the financial statements were

A G Marr
R E Johnson
M I A Moore
S Morris
S W Pardon
A W Regan

Statement of directors' responsibilities
The directors are responsible for preparing 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,

- 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 Company will continue in business

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

Each person who is a director at the date of approval of this report confirms that

- So far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- Each director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Independent Auditors
In the absence of any notice proposing to terminate their appointment, PricewaterhouseCoopers LLP will be deemed to be reappointed for the next financial year PricewaterhouseCoopers LLP have indicated their willingness to continue in office

On behalf of the Board

By order of the Board

C B Burt
Company Secretary
26th July 2013

J. Marr (Seafoods) Limited

Independent auditors' report to the members of J. Marr (Seafoods) Limited

We have audited the financial statements of J Marr (Seafoods) Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Accounting Policies 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)

Respective responsibilities of directors and auditors
As explained more fully in the Statement of Directors' Responsibilities, 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

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

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 Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material mistakes 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 Company's affairs as at 31 March 2013 and of its 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

J. Marr (Seafoods) 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, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Richard Bunter (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Hull
26th July 2013

J. Marr (Seafoods) Limited

Profit and loss account for the year ended 31 March 2013

	Note	**2013** **£'000**	2012 £'000
Turnover	1	**388,883**	406,764
Cost of sales		**(377,178)**	(395,216)
Gross profit		**11,705**	11,548
Administrative expenses		**(5,604)**	(5,489)
Operating profit	2	**6,101**	6,059
Interest receivable and similar income	3	**367**	387
Interest payable and similar charges	3	**(131)**	(300)
Profit on ordinary activities before taxation		**6,337**	6,146
Tax on profit on ordinary activities	5	**(1,623)**	(1,620)
Profit for the financial year	14	**4,714**	4,526

All amounts relate to continuing operations

There were no recognised gains and losses other than the profit for the financial year and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

J. Marr (Seafoods) Limited

Balance sheet as at 31 March 2013

	Note	**2013 £'000**	**2013 £'000**	2012 £'000	2012 £'000
Fixed assets					
Tangible assets	7		**80**		53
Investment in subsidiary undertakings	8		**11**		11
Other investments	9		**-**		-
			91		64
Current assets					
Debtors	10	**43,606**		50,824	
Cash at bank and in hand		**16,453**		6,518	
		60,059		57,342	
Creditors: amounts falling due within one year	11	**(34,604)**		(34,545)	
Net current assets			**25,455**		22,797
Total assets less current liabilities			**25,546**		22,861
Creditors: amounts falling due after more than one year	12		**(527)**		(1,527)
Net assets			**25,019**		21,334
Capital and reserves					
Called up share capital	13		**5,777**		5,777
Share Premium	14		**73**		73
Profit and loss account	14		**19,169**		15,484
Total shareholders' funds	15		**25,019**		21,334

The financial statements on pages 5 to 17 were approved by the board of directors on 26th July 2013 and were signed on its behalf by

A G Marr

A W Regan
Directors

Registered Number: 199160

J. Marr (Seafoods) Limited

Statement of accounting policies

Basis of accounting
These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom The principal accounting policies, which have been applied consistently throughout the year, are set out below

The financial statements contain information about J Marr (Seafoods) Limited as an individual company and do not contain consolidated financial information as the parent of a group The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Andrew Marr International Limited a company incorporated in England and Wales

Revenue recognition
Turnover is recognised by reference to bill of lading date or sales contract if later and represents the amounts (excluding value added tax) derived from the provision of goods to customers during the year

Tangible fixed assets and depreciation
Tangible fixed assets are stated at historic purchase cost less accumulated depreciation Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives using either the straight line or reducing balance basis The expected useful lives of the assets to the business are reassessed periodically in the light of experience

The annual rates of depreciation most widely used are

Office equipment	20% on a straight line basis
Motor vehicles	25% on a reducing balance basis

Investments in subsidiaries and other investments
Investments in subsidiary undertakings and other investments are recorded at cost plus incidental expenses less any provision for impairment Impairment reviews are performed by the directors when there has been an indication of potential impairment

Foreign currencies
Transactions expressed in foreign currencies are translated into sterling and recorded at rates of exchange approximating to those ruling at the date of the transaction Monetary assets and liabilities are translated at rates ruling at the balance sheet date or at contract rate where formal currency contracts are held Any exchange differences arising are transferred to the profit and loss account The Company hedges its foreign currency exposure on its foreign currency assets, liabilities, profits and overheads on both an annual and an *ad hoc* basis by means of forward currency contracts

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised when recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on an undiscounted basis

Cashflow statement

The Company is a subsidiary company of a group headed by Andrew Marr International Limited, and is included in the consolidated accounts of that company, which are publicly available Consequently, the company has taken advantage of the exemption within FRS 1 'Cash flow statements (revised 1996)' from preparing a cash flow statement

Pension costs

The Company participates in the Andrew Marr International Limited Group operated defined benefit pension scheme for the benefit of the majority of its employees, the assets of which are held separately from those of the Group in independently administered funds As the Company is unable to identify its share of the assets and liabilities of the Group scheme, it accounts for contributions as if they were to a defined contribution pension scheme Contributions are charged to the profit and loss account in the year to which they relate

The Group operates several defined contribution pension schemes The assets of these schemes are held separately from those of the Group in independently administered funds Contributions are charged to the Profit and Loss Account as incurred The pension cost charge disclosed in note 17 represents contributions payable by the Company to these funds

Notes to the financial statements for the year ended 31 March 2013

1 Turnover

Details in respect of turnover by geographical market and class of business are not disclosed because, in the opinion of the directors, to do so would be seriously prejudicial to the Company

2 Operating profit

	2013 £'000	2012 £'000
Operating profit is stated after charging.		
Depreciation of tangible fixed assets	**28**	18
(Loss)/Profit on disposal of fixed assets	**1**	(3)
Auditors' remuneration		
Audit fees	**30**	30

3 Interest

	2013 £'000	2012 £'000
Receivable and similar income		
Group interest	**176**	204
Other interest	**191**	183
	367	387
Payable and similar charges		
Bank loans and overdrafts	-	14
Group interest	**106**	215
Other interest	**25**	71
	131	300

4 Directors and employees

The Company's ultimate parent undertaking, Andrew Marr International Limited, recharged the following employee-related costs to the Company

	2013 £'000	2012 £'000
Staff costs including directors' emoluments		
Wages and salaries	**2,472**	2,071
Social security costs	**275**	231
Pensions costs (note 17)	**111**	105
	2,858	2,407
Company Directors		
Directors' emoluments	**718**	648
Pensions contributions	**60**	57
	778	705
Highest paid Director		
Aggregate emoluments	**500**	451

Aggregate emoluments of the highest paid director include £39,000 (2012 £37,000) in respect of pension contributions None of the directors are in the defined benefit scheme (2012 None)

	Number 2013	Number 2012
Average number of employees including executive directors		
Selling and distribution	**21**	23
Administration	**18**	14
	39	37

5 Tax on profit on ordinary activities

(1) Analysis of tax charge for the year	**2013 £'000**	2012 £'000
Current tax		
UK corporation tax on profits for the year	**1,467**	1,644
Adjustment for prior years	**156**	(24)
Total taxation charge for the year	**1,623**	1,620

The tax assessed for the year is higher (2012 higher) than the standard rate of corporation tax in the UK The differences are explained below

(2) Factors affecting the tax charge for the year	**2013 £'000**	2012 £'000
Profit on ordinary activities before taxation	**6,337**	6,146
Expected taxation charge at 24% (2012 26%)	**1,521**	1,598
Differences explained by		
Expenses not deductible for tax	**34**	36
Capital allowances in excess of depreciation	**-**	(3)
Other timing differences	**(88)**	13
Adjustment for earlier years	**156**	(24)
Total current tax	**1,623**	1,620

(3) Factors that may affect future tax charges

The UK main corporation tax rate has changed from 26% to 24%, this was substantively enacted at the balance sheet date and became effective from 1st April 2012 This will result in a lower tax charge for the Company in future years

6 Dividends paid

	2013 £'000	2012 £'000
Preferred ordinary dividends paid	**445**	445
Ordinary dividends paid	**584**	1,980
	1,029	2,425

The directors recommend a final dividend for the year ended 31 March 2013 on ordinary shares of £175,000 These dividends have not been accounted for within the accounts to 31 March 2013 on the basis that they have yet to be approved

7 Tangible assets

	Office Equipment £'000	Motor Vehicles £'000	Total £'000
Cost			
1 April 2012	67	34	101
Additions	55	-	55
Disposals	(31)	-	(31)
31 March 2013	**91**	**34**	**125**
Accumulated depreciation			
1 April 2012	44	4	48
Charge for the year	19	9	28
Disposals	(31)	-	(31)
31 March 2013	**32**	**13**	**45**
Net book amount			
31 March 2013	**59**	**21**	**80**
31 March 2012	23	30	53

8 Investment in subsidiary undertakings

	£'000
Cost and net book amount	
1 April 2012 and **31 March 2013**	**11**

The Company owns 100% of the ordinary share capital of J Marr (Management) Services Limited, J Marr Seafoods (Ship Services) Limited, Coolships U K Limited and J Marr (Commodities) Limited All are registered in England and Wales J Marr (Management) Services Limited is dormant The principal activity of J Marr Seafoods (Ship Services) Limited is vessel loan management The principal activity of Coolships UK Limited is freight services The principal activity of J Marr (Commodities) Limited is the wholesale of meat and poultry

In the opinion of the directors the aggregate value of the Company's investments in its subsidiaries is not less than the amount at which they are included in the balance sheet

9 Other investments

The Company has an interest of 20% in Daugava Seafoods SIA, incorporated in Latvia, whose principal business is fish trading and an indirect holding of 15% in Ocean Products A/S, a fish processing business which is incorporated in Norway The Company also has a 50% holding in South Pacific Fisheries Limited, a vessel investment company, which is incorporated in Liberia

	£'000
Cost	
1 April 2012 and **31 March 2013**	144
Provision for impairment	
1 April 2012 and **31 March 2013**	144
Net book amount	
31 March 2012 and **31 March 2013**	-

10 Debtors

	2013 £'000	2012 £'000
Trade debtors	**33,237**	34,441
Amounts owed by other group undertakings	**2,909**	5,196
Other debtors	**7,359**	8,897
Prepayments and accrued income	**101**	2,290
	43,606	50,824

Of the amounts owed by other debtors and amounts owed by other Group undertakings £2,996,000 (2012 £4,171,000) and £1,053,000 (2012 £2,003,000) falls due after more than one year respectively These debts are secured on certain vessels

11 Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Bank Loan	-	361
Trade creditors	**16,249**	20,068
Amounts owed to other group undertakings	**15,477**	12,301
Corporation tax	**568**	425
Other creditors	**918**	74
Accruals and deferred income	**1,392**	1,316
	34,604	34,545

12 Creditors: amounts falling due after more than one year

	2013 £'000	2012 £'000
Amounts owed to other group undertakings	**527**	1,527
	527	1,527

The amounts owed to other group undertakings are unsecured Interest on these amounts is chargeable at various rates over base rate and these amounts are repayable in monthly, quarterly or bi-annual instalments The maturity of these amounts is as follows

	Bank Loans		Amounts owed to other group undertakings	
	2013 £'000	2012 £'000	**2013 £'000**	2012 £'000
Repayable within one year	-	361	**15,477**	12,301
Repayable between one and two years	-	-	**527**	1,026
Repayable between two and five years	-	-	-	501
Repayable over five years	-	-	-	-
	-	361	**16,004**	13,828

13 Called up share capital

	2013 Number of shares	**2013 £'000**	2012 Number of shares	2012 £'000
Authorised, allotted, called up and fully paid				
"A" Ordinary shares of £1 each	**190,000**	**190**	190,000	190
"B" Ordinary shares of £1 each	**10,000**	**10**	10,000	10
"C" Ordinary shares of £1 each	**10,527**	**10**	10,527	10
Preferred ordinary shares of £1 each	**5,566,673**	**5,567**	5,566,673	5,567
	5,777,200	**5,777**	5,777,200	5,777

The preferred ordinary shares carry a maximum dividend of 8% per annum payable in preference to the other classes of shares No dividend shall be payable in any year unless the directors resolve to do so The preferred ordinary shares carry no voting rights other than in relation to the winding up of the Company

The "A" ordinary, "B" ordinary shares and "C" ordinary shares rank pari passu in all respects save that different rates of dividend may be applied to each class of share

14 Reserves

	Share premium account £'000	**Profit and loss account £'000**
1 April 2012	73	15,484
Profit for the year	-	4,714
Dividends paid	-	(1,029)
31 March 2013	**73**	**19,169**

15 Reconciliation of movements in shareholders' funds

	2013 £'000	2012 £'000
Profit for the financial year	**4,714**	4,526
Dividends paid	**(1,029)**	(2,425)
Net addition to shareholders' funds	**3,685**	2,101
Opening shareholders' funds	**21,334**	19,233
Closing shareholders' funds	**25,019**	21,334

16 Contingent liabilities

Counter indemnities have been issued to the Company's bankers in respect of guarantees given by the bank to certain suppliers in the normal course of business The maximum liability of the Company at the year end in respect of such counter indemnities is £Nil (2012 £Nil)

During the normal course of business the Company has entered into guarantees for the payment of certain suppliers, at the year end these guarantees amounted to £891,000 (2012 £1,050,000)

The Company is party to unlimited composite guarantees and debentures in respect of the bank borrowings, where appropriate, of certain Group undertakings Overall, the Group companies which are party to the guarantee had net bank indebtedness under the above arrangement at the year end amounting to £Nil (2012 £Nil)

Commitments under outstanding forward foreign exchange contracts and documentary credits amounted to £13,001,000 (2012 £14,705,000) and £Nil (2012 £Nil) respectively The directors estimate that the fair value of the above contracts as at 31 March 2013 was £12,935,000 (2012 £14,812,000)

17 Pensions

The Company is a member of the Andrew Marr International Limited Group defined benefit pension scheme Contributions to the scheme are charged to the profit and loss account over the employees' working lives with the Company The assets of the Group scheme are held separately in an independently administered fund Contributions to the fund are assessed across the Group as a whole, in accordance with the advice of a qualified actuary The details of the actuarial valuation are shown in the financial statements of the ultimate parent undertaking

For the purpose of Financial Reporting Standard No 17, "Retirement Benefits", the contributions paid by the Company to the above scheme will be accounted for as though to a defined contribution scheme This arises since the share of assets and liabilities relating to the Company cannot be separately identified Full details of the scheme are given in the financial statements of the ultimate parent undertaking

The pension charge related to the Group defined benefit scheme for the year was £Nil (2012 £Nil)

In addition to the Group defined benefit scheme, pension costs also include £111,000 (2012 £105,000) in respect of contributions to money purchase pension schemes for certain of the Company's employees

18 Related party transactions

The Company has taken advantage of the exemption in Financial Reporting Standard No 8 not to disclose details of transactions with Group undertakings where 100% of the voting rights are controlled within the Group

The Company had the following disclosable related party transactions:

	2013	2012
	£'000	£'000
Recharges from related parties	**4,469**	4,033
Net interest payable	**45**	166
Purchases from related parties	**5,130**	10,216
Amounts due from related parties	**70**	982
Amounts payable to related parties	**3,448**	4,279

19 Parent undertaking and ultimate controlling party

The immediate and ultimate parent undertaking and ultimate controlling party is Andrew Marr International Limited, a company incorporated in England and Wales

Andrew Marr International Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements The consolidated financial statements of Andrew Marr International Limited are available from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ