DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

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COMPANY INFORMATION

Directors

J A Artıs

C G Weeden

I C Jelley

Company secretary

C G Weeden

Company number

1201735

Registered office

Cox Lane Chessington Surrey KT9 1SF

Auditor

PKF (UK) LLP Pannell House Park Street Guildford Surrey GU1 4HN

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

The directors present their report and the financial statements for the year ended 31 March 2012

Principal activities

The principal activity of the company is the import and wholesale distribution of tableware to the catering industry

Business review

The directors consider the results for the year and the financial position at the year end to be satisfactory. The company increased its sales staff during the year after concluding that sector growth was possible. The company intends to further increase it sales team in 2012/13.

The company's market focus and continued development and expansion of its product range remains a key differentiator. The company introduced four new suppliers towards the latter part of the financial year.

The principal key performance indicators used by the Board to monitor the company are out of stocks, stock, debtor and creditor days and outstanding order days. Significantly the company reduced its average debtor days by 1.5% in the year. The directors are satisfied with the current level of these key performance indicators.

The company increased its stock holding in order to support sales and we anticipate further support in the year 2012/13

The outlook for 2012/13 continues to be impacted by the on-going worldwide economic uncertainty. Sterling weakness is a principal risk of the company's trading activities. We will continue to buy foreign currency forward contracts where appropriate. The company will continue to impose a tight control on general costs whilst expanding our sales and marketing team. We will target sales growth from known distributors and from both new and existing key end users. There will continue to be investment and consolidation within the foodservice sector and this should offer opportunities for John Artis Limited.

The directors are forecasting sales growth in 2012/13 with significant investment in additional staff. Cash flow will remain a critical measurement of the success of the company and will be managed within budgetary constraints throughout the year.

The company continues to actively explore opportunities for new builds with hotel and restaurant groups

The company uses detailed financial budgets to manage expenses which are reviewed by the directors on a monthly basis

The company relies ultimately on discretionary spending by the general public and is therefore exposed to a downturn in economic conditions. The company has a loyal and stable customer base and represents a number of leading and reputable manufacturers in the foodservice sector. The directors will work closely during the coming year with our customers and suppliers to minimise the risk through the difficult economic conditions.

Results and dividends

The profit for the year, after taxation, amounted to £689,203 (2011 - £469,580)

The directors do not recommend the payment of a final dividend for the year (2011 - £nil)

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

Directors

The directors who served during the year were

J A Artis C G Weeden I C Jelley

Financial instruments

The company's financial risk management objective is broadly to seek to make neither profit nor loss from exposure to currency or interest rate risks. Its policy is to finance working capital through retained earnings and through borrowings at prevailing market interest rates. The company manages its sterling cost of imported products by entering into forward exchange contracts both for the Euro and the US Dollar. The company finances fixed assets through fixed rate borrowings for a term broadly expected to match the useful economic lives of the assets.

The company's cash flow risk in respect of forward currency purchases is minimal as it aims to pay suppliers in accordance with their terms matching the maturity of the currency purchases

The directors do not consider any other risks attaching to the company's use of financial instruments to be material to an assessment of its financial position or profit

Provision 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'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 information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

C G Weeden Director

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

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 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 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 judgments and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to disclose with reasonable accuracy at any time the financial position of the company and to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JOHN ARTIS LIMITED

We have audited the financial statements of John Artis Limited for the year ended 31 March 2012 which comprise the profit and loss account, the balance sheet 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the 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 annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JOHN ARTIS 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

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Jeff Jeffries (Senior statutory auditor)

for and behalf of PKF (UK) LLP, Statutory auditor

Guildford, UK

21/09/12

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2012

	Note	2012 £	2011 £
TURNOVER	1,2	8,927,511	8,117,837
Cost of sales		(5,253,246)	(4,919,964)
GROSS PROFIT	4	3,674,265	3,197,873
Distribution costs		(347,382)	(323,474)
Administrative expenses		(2,391,481)	(2,214,233)
Other operating income	3	5,240	3,493
OPERATING PROFIT	4	940,642	663,659
Interest payable and similar charges	7	(10,103)	(12,874)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		930,539	650,785
Tax on profit on ordinary activities	8	(241,336)	(181,205)
PROFIT FOR THE FINANCIAL YEAR		689,203	469,580

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 8 to 17 form part of these financial statements

JOHN ARTIS LIMITED REGISTERED NUMBER: 1201735

BALANCE SHEET AS AT 31 MARCH 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Tangible assets	9		112,989		109,767
CURRENT ASSETS					
Stocks	10	892,846		812,650	
Debtors	11	5,590,528		4,769,915	
Cash at bank and in hand		1,524		755	
		6,484,898		5,583,320	
CREDITORS: amounts falling due within one year	12	(1,620,703)		(1,399,060)	
NET CURRENT ASSETS			4,864,195	•	4,184,260
TOTAL ASSETS LESS CURRENT LIABILIT	TIES		4,977,184		4,294,027
CREDITORS. amounts falling due after more than one year	13		(27,594)		(33,640)
NET ASSETS			4,949,590		4,260,387
CAPITAL AND RESERVES					
Called up share capital	16		20,000		20,000
Share premium account	17		20,500		20,500
Profit and loss account	17		4,909,090		4,219,887
SHAREHOLDERS' FUNDS	18		4,949,590		4,260,387

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 18-SEP-2012

J A Artis Director

The notes on pages 8 to 17 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

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

1.2 Cash flow

The company, being a subsidiary undertaking where 100% of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

13 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

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.

Long term leasehold property

over the period of the lease

Plant and machinery

25% straight line

Motor vehicles

33% reducing balance

Furniture, fittings and equipment -

25% straight line

Other fixed assets

20% straight line

1.5 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 year.

16 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

17 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

1 ACCOUNTING POLICIES (continued)

18 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

1.9 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

1.10 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

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2 TURNOVER

A geographical analysis of turnover is as follows

	2012 £	2010 £
United Kingdom Rest of European Union Rest of the world	8,700,199 162,496 64,816	7,867,444 189,210 61,183
	8,927,511	8,117,837

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

3.	OTHER OPERATING INCOME		
		2012 £	2010 £
	Other operating income	5,240	3,493
4	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting)		
		2012 £	2011 £
	Depreciation of tangible fixed assets - owned by the company - held under finance leases Auditor's remuneration Operating lease rentals	18,173 41,457 19,687	31,499 32,698 16,550
	- other operating leases (Profit)/loss on disposal of fixed assets	332,418 (2,445)	329,611 3,193
5.	STAFF COSTS Staff costs, including directors' remuneration, were as follows		
	Stan costs, including directors remuneration, were as rollows	2012 £	2011 £
	Wages and salaries Social security costs Other pension costs	776,546 92,694 138,446	669,866 79,145 87,721
		1,007,686	836,732
	The average monthly number of employees, including the directors, or	during the year was as	follows
		2012 No.	2011 No
	Selling and Distribution Administration	17 13	17 11
		30	28

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

6 DIRECTORS' REMUNERATION		
	2012 £	2011 £
Emoluments	43,000	43,081
Company pension contributions to defined contribution pension schemes	111,115	60,894
During the year retirement benefits were accruing to 3 directors contribution pension schemes	(2011 - 3) ın resp	pect of defined
7. INTEREST PAYABLE		
	2012	2011
	£	£
On bank loans and overdrafts	5,830 4,273	7,917 4,957
On finance leases and hire purchase contracts		
	10,103	12,874
8 TAXATION		
	2012	2011
	£	£
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year Adjustments in respect of prior periods	239,889 -	185,563 (1,540)
Total current tax	239,889	184,023
Deferred tax (see note 15)		
Ongination and reversal of timing differences	1,447	(2,818)
Tax on profit on ordinary activities	241,336	181,205

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

8 TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year/year is the same as (2011 - lower than) the standard rate of corporation tax in the UK of 26% (2011 - 28%) The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before tax	930,539	650,785
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%)	241,940	182,220
Effects of.		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment Group relief Capital allowances in excess of depreciation Other timing differences Small companies relief Adjustments to tax charge in respect of prior periods	1,684 (7,447) (5,503) 9,215 - -	(3,446) 1,467 1,675 (1,437) (1,540)
Changes in provisions leading to an increase (decrease) in the tax charge	-	5,084
Current tax charge for the year (see note above)	239,889	184,023

9. TANGIBLE FIXED ASSETS

	Leasehold Property £	Plant & machinery £	Motor vehicles £	Furniture, fittings and equipment £
Cost				
At 1 April 2011	30,108	192,816	175,679	331,229
Additions	•	•	52,236	10,617
Disposals	<u> </u>	-	(33,802)	(135,117)
At 31 March 2012	30,108	192,816	194,113	206,729
Depreciation	 ·			_
At 1 April 2011	21,035	184,734	91,448	323,620
Charge for the year	5,867	6,330	41,457	5,716
On disposals	-	-	(33,802)	(135,116)
At 31 March 2012	26,902	191,064	99,103	194,220
Net book value				
At 31 March 2012	3,206	1,752	95,010	12,509
At 31 March 2011	9,073	8,082	84,231	7,609

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

9 TANGIBLE FIXED ASSETS (continued)

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11

	Other fixed	Tatal
	assets £	Total £
Cost		
At 1 April 2011	74,560	804,392
Additions	-	62,853
Disposals	- -	(168,919)
At 31 March 2012	74,560	698,326
Depreciation		
At 1 April 2011	73,788	694,625
Charge for the year	260	59,630
On disposals	<u> </u>	(168,918)
At 31 March 2012	74,048	585,337
Net book value		
At 31 March 2012	512	112,989
At 31 March 2011	772	109,767
The net book value of assets held under finance leases or hire as follows	purchase contracts, include	ded above, are
	2012	2011
	£	£
Motor vehicles	95,010	77,106
STOCKS		
	2012	2011
	£	£
Finished goods and goods for resale	892,846	812,650
DEBTORS		
	2012	2011
	£	£
Due after more than one year		
Deferred tax asset (see note 15)	28,902	30,349
Due within one year		
Trade debtors	1,338,674	1,329,560
Amounts owed by group undertakings	4,011,487	3,233,257
Prepayments and accrued income	211,465	176,749
	5,590,528	4,769,915
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

CREDITORS. 12.

Amounts falling due within one year

	2012	2011
	£	£
Bank loans and overdrafts	57,024	93,389
Net obligations under finance leases and hire purchase contracts	42,534	30,608
Trade creditors	563,241	573,335
Corporation tax	239,885	185,563
Social security and other taxes	317,491	272,292
Other creditors	44,023	38,335
Accruals and deferred income	356,505	205,538
	1,620,703	1,399,060

Included within cash at bank in the current year, and the bank loans and overdrafts figure in the prior year, is the amount advanced in relation to invoice discounting. The balance at the end of the year, which is secured by a debenture over the assets of the company, amounted to £30,770 due from the invoice discounting company (2011 £16,919 owed to)

Bank loans and overdrafts are secured by a fixed and floating charge over the assets of all group companies

Net obligations under finance leases and hire purchase contracts are secured on the assets to which they relate

13 **CREDITORS**

Amounts falling due after more than one year

Between one and five years

	2012 £	2011 £
Net obligations under finance leases and hire purchase contracts	27,594	33,640
Obligations under finance leases and hire purchase contracts, included a	above, are payable	as follows
	2012 £	2011 £
Between one and five years	27,594	33,640

Net obligations under finance leases and hire purchase contracts are secured on the assets to which they relate

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

14	HIRE PURCHASE LIABILITY		
	Net obligations under hire purchase contracts fall due as follows		
		2012 £	2011 £
	Within one year Between one to five years	42,534 27,594	30,608 33,640
		70,128	64,248
15	DEFERRED TAX ASSET		
		2012 £	2011 £
	At beginning of year Released during year	30,349 (1,447)	27,531 2,818
	At end of year	28,902	30,349
	The deferred tax asset is made up as follows		
		2012 £	2011 £
	Depreciation in advance of capital allowances	28,902	30,349
16.	SHARE CAPITAL		
		2012 £	2011 £
	Allotted, called up and fully paid		
	20,000 Ordinary shares of £1 each	20,000	20,000
17	RESERVES		
		Share premium account £	Profit and loss account £
	At 1 April 2010 Profit for the year	20,500	4,219,887 689,203
	At 31 March 2012	20,500	4,909,090

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

18. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Opening shareholders' funds Profit for the year	4,260,387 689,203	3,790,807 469,580
Closing shareholders' funds	4,949,590	4,260,387

19 CONTINGENT LIABILITIES

The company is party to a first ranking cross guarantee in respect of certain bank borrowings of its ultimate parent undertaking, Artware Trading Limited The borrowings of Artware Trading Limited covered by the cross guarantee amounted to £513,148 (2011 £1,403,540)

The company is party to a second ranking cross guarantee in respect of certain borrowings from a director of its ultimate parent undertaking, Artware Trading Limited The borrowings of Artware Trading Limited covered by the cross guarantee amounted to £300,000 (2011 £300,000)

20. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £138,446 for the year to 31 March 2012 (2011 £87,721). Contributions totalling £40,521 (2011 £Nil) were payable to the fund at the balance sheet date and are included in creditors.

21. OPERATING LEASE COMMITMENTS

At 31 March 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land a	Land and buildings	
	2012	2011	
	£	£	
Expiry date			
Between 1 and 2 years	330,000	330,000	

22 RELATED PARTY TRANSACTIONS

The company rents a building from JKE Services Limited, a company in which J A Artis is a director. The rental payments are determined on an arms length basis and the charge in the year to 31 March 2012 was £200,000 (2011 £200,000). The balance due to JKE Services Limited at 31 March 2012 was £nil (2011 £54,047).

As permitted by FRS8 'Related Party Disclosures' these financial statements do not disclose transactions with group companies where 100% of the voting rights are controlled within the group

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

23. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Artis Holdings Limited

The ultimate parent undertaking is Artware Trading Limited Copies of the accounts of Artware Trading Limited may be obtained from Companies House