Company Registration No. 01703368 (England and Wales)

ODESSA PRINT GROUP LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

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COMPANY INFORMATION

Directors L S Matthews

R M Charles

Secretary Mrs J Charles

Company number 01703368

Registered office Lynwood House

Crofton Road Orpington Kent BR6 8QE

Auditors Baxter & Co

Lynwood House Crofton Road Orpington Kent BR6 8QE

Business address Core Unit

Oakfield Road London

SE20 8RA

Bankers Lloyds TSB Bank Plc

Threadneedle Street

London EC4

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2014

Review of the business

Odessa Print Group Limited is one of the industry's top printing firms and continues to remain committed to the field, whilst remaining competitive in all aspects.

The company continues to implement strategies as agreed by the directors and is fully focused on the future without impacting on services delivered to current customers.

The future plans of the company is to continue the growth of the company whilst ensuring a return to profitability is achieved in 2015.

Principal risks and uncertainties

The downturn in UK economy has affected the profitability of the company this year, but the directors are seeking to grow the company and return to profitability with continued work and commitment.

Results

The results for the year are set out on page 6 and shows that the company has had a difficult trading year in a difficult climate. However, an increase in turnover to £10,235,088 from £9,398,082 in 2013 has been achieved and all systems are now in place to enable the turnover to increase further in 2015 whilst costs will remain stable at 2014 levels.

The results for the year and the financial position, as disclosed in the balance sheet on page 7, show that the company has net assets of £308,172 (2013: £566,182).

This is having taken into account expenditure in excess of £100,000 in acquiring and adapting new premises and relocating numerous machines to enhance the efficiency of the operation.

To this end, we have increased our capacity with an additional 10,000 sq.ft. in Biggin Hill and an additional Uvistar reel to reel machine. Since the year end, we have acquired an additional 10,000 sq.ft. in an adjoining unit at Biggin Hill and installed a Xerox IGen machine to meet the additional point of sale demands.

Gross margins are 22.6% compared to 25.5% in 2013.

L S Matthews Director

22 December 2014

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2014

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

Principal activities

The principal activity of the company continued to be that of printers, specialising in the large format poster market and expanding into all point of sale materials.

Results and dividends

The results for the year are set out on page 6.

During the year, the company has paid out dividends of £nil.

Directors

The following directors have held office since 1 April 2013:

L S Matthews

R M Charles

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £1 each		
	31 March 2014	31 March 2013	
L S Matthews	625	625	
R M Charles	625	625	

Auditors

In accordance with the Company's Articles, a resolution proposing that Baxter & Co be reappointed as auditors of the company will be put to the General Meeting.

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 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 judgements 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 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.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2014

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

L S Matthews Director

22 December 2014

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ODESSA PRINT GROUP LIMITED

We have audited the financial statements of Odessa Print Group Limited for the year ended 31 March 2014 set out on pages 6 to 17. 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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its loss 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF ODESSA PRINT GROUP 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.

David McDonald Cheek FCCA (Senior Statutory Auditor)

for and on behalf of Baxter & Co

23 December 2014

Chartered Certified Accountants Statutory Auditor

Lynwood House Crofton Road Orpington Kent BR6 8QE

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2014

		0044	0040
·	Notes	2014 £	2013 £
Turnover	2	10,235,088	9,398,082
Cost of sales		(7,918,571)	(6,996,361)
Gross profit		2,316,517	2,401,721
Distribution costs		(1,139,213)	(1,017,022)
Administrative expenses		(1,408,412)	(1,215,168)
Operating (loss)/profit	3	(231,108)	169,531
Other interest receivable and similar			
income	4	112	-
Interest payable and similar charges	5	(49,470)	(81,388)
(Loss)/profit on ordinary activities			
before taxation		(280,466)	88,143
Tax on (loss)/profit on ordinary activities	6	22,457	(39,701)
(Loss)/profit for the year	14	(258,009)	48,442
			

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET

AS AT 31 MARCH 2014

		20)14	20)13
	Notes	£	£	£	£
Fixed assets					
Tangible assets	7		2,118,939		2,138,787
Current assets					
Stocks	8	259,087		120,375	
Debtors	9	2,772,067		2,945,831	
Cash at bank and in hand		42,409		25,934	
		3,073,563		3,092,140	
Creditors: amounts falling due within one year	10	(4,166,016)		(4,179,262)	
Net current liabilities			(1,092,453)		(1,087,122)
Total assets less current liabilities			1,026,486	•	1,051,665
Creditors: amounts falling due after more than one year	11		(476,770)		(274,601)
Provisions for liabilities	12		(241,544)		(210,882)
			308,172		566,182
Capital and reserves					
Called up share capital	13		1,250		1,250
Profit and loss account	14		306,922		564,932
Shareholders' funds	15		308,172		566,182
		•			

Approved by the Board and authorised for issue on 22 December 2014

L S Matthews

Director

R M Charles Director

Company Registration No. 01703368

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014

	£	2014 £	£	2013 £
Net cash inflow from operating activities		5,399		830,372
Returns on investments and servicing of				
finance Interest received	112			
			- (04 200)	
Interest paid	(49,470)		(81,388)	
Net cash outflow for returns on investments				
and servicing of finance		(49,358)		(81,388)
•		, ,		, , ,
Taxation		(53,141)		(34,993)
Capital expenditure				
Payments to acquire tangible assets	(340,460)		(127,412)	•
Net cash outflow for capital expenditure		(340,460)	-	(127,412)
		(0.0,.00)		(1-7,11-)
		·		
Net cash (outflow)/inflow before management				
of liquid resources and financing		(437,560)		586,579
Financing				
Other new short term loans	128,140		-	
Repayment of other short term loans	(33,856)		_	
Capital element of hire purchase contracts	294,454		(495,699)	
Net cash inflow/(outflow) from financing		388,738		(495,699)
(Decrease)/increase in cash in the year		(48,822)		90,880
Doorcase in cash in the year		(40,022)		30,000

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014

1	Reconciliation of operating (loss)/profit to	to net cash outflow	/ from	2014	2013
				£	£
	Operating (loss)/profit			(231,108)	169,531
	Depreciation of tangible assets			357,671	363,154
	Loss on disposal of tangible assets			2,637	
	Increase in stocks			(138,712)	(8,643)
	Decrease/(increase) in debtors			226,883	(724,695)
	(Decrease)/Increase in creditors within one	year		(211,972)	1,031,025
	Net cash inflow from operating activities	3		5,399	830,372
2	Analysis of net debt	1 April 2013	Cash flow	Other non-	31 March
				ash changes	2014
		£	£	£	£
	Net cash:	05.004	10.175		10 100
	Cash at bank and in hand	25,934	16,475	-	42,409
	Bank overdrafts	(60,769)	(65,297)	-	(126,066)
		(34,835)	(48,822)	-	(83,657)
	Bank deposits	•	-	-	•
	Debt:				
	Finance leases	(467,980)	(294,455)	-	(762,435)
	Debts falling due within one year		(94,284)	-	(94,284)
		(467,980)	(388,739)	-	(856,719)
	Net debt	(502,815)	(437,561)	-	(940,376)
		======	=	=======================================	
3	Reconciliation of net cash flow to moven	nent in net debt		2014 £	2013 £
				~	~
	(Decrease)/increase in cash in the year			(48,822)	90,880
	Cash (inflow)/outflow from (increase)/decrea	ase in debt and leas	e financing	(388,739)	495,699
	Movement in net debt in the year			(437,561)	586,579
	Opening net debt			(502,815)	(1,089,394)
	Closing net debt			(940,376)	(502,815)
	•			====	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 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 less estimated residual value of each asset over its expected useful life, as follows:

Leasehold land and buildings

Plant and machinery

Fixtures, fittings and equipment

Motor vehicles

Over the life of the lease

Between 10% on cost and 20% reducing balance

15% - 20% Reducing balance

25% Reducing balance

1.4 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. 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.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Stock

Stock is valued at the lower of cost and net realisable value.

1.6 Deferred taxation

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date at the average rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

2 **Turnover**

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

3	Operating (loss)/profit	2014	2013
	Occasion than November 1 of the state of the state of	£	£
	Operating (loss)/profit is stated after charging:	057.074	000 454
	Depreciation of tangible assets	357,671	363,154
	Loss on disposal of tangible assets	2,637	-
	Operating lease rentals		
	- Plant and machinery	42,102	5,874
	- Other assets	162,083	121,997
	Auditors' remuneration (including expenses and benefits in kind)	13,750	15,442
			
4	Investment income	2014	2013
		£	£
	Bank interest	112	-
		112	-
			=====
5	Interest payable	2014	2013
		£	£
	On other loans wholly repayable within five years	2,361	-
	Hire purchase interest	47,109	81,365
	Other interest	<u>-</u>	23
		49,470	81,388

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

5	Taxation	2014 £	2013 £
	Domestic current year tax	~	~
	U.K. corporation tax	(53,119)	54,144
٠	Total current tax	(53,119)	54,144
	Deferred tax		
	Deferred tax charge/credit current year	30,662	(14,443)
		(22,457)	39,701
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(280,466) ======	88,143
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.00% (2013 - 20.00%)	(56,093)	17,629
	Effects of:	 -	
	Non deductible expenses	20,582	21,454
	Depreciation add back	71,534	72,631
	Capital allowances	(89,394)	(57,570)
	Tax losses carried forward/utilised	252	-
		2,974	36,515
	Current tax charge for the year	(53,119)	54,144

The company has estimated losses of £ 992 (2013 - £ nil) available for carry forward against future trading profits.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

7	Tangible fixed assets	Leasehold land and	Plant and machinery	Fixtures, fittings and	Motor vehicles	Total
		buildings		equipment	£	£
	Cost	£	£	£	£	L
	At 1 April 2013	228,507	6,055,073	283,628	87,800	6,655,008
	Additions	-	278,542	61,918	-	340,460
	Disposals				(5,000)	(5,000)
	At 31 March 2014	228,507	6,333,615	345,546	82,800	6,990,468
	Depreciation					
	At 1 April 2013	168,535	4,076,288	222,839	48,559	4,516,221
	On disposals	-	~	-	(2,363)	(2,363)
	Charge for the year	20,057	303,911	24,047	9,656	357,671 ————
	At 31 March 2014	188,592	4,380,199	246,886	55,852	4,871,529
	Net book value					
	At 31 March 2014	39,915	1,953,416	98,660	26,948	2,118,939
		50.070		00.700		2,138,787
	At 31 March 2013 Included above are assets held under	59,972 ====================================	1,978,785 ====================================	60,789 ————————————————————————————————————	as follows:	<u> </u>
		-		hase contracts Plant and machinery	as follows: Motor vehicles	Total
	Included above are assets held under	-		hase contracts Plant and	as follows:	
		-		hase contracts Plant and machinery	as follows: Motor vehicles	Total
	Included above are assets held under	-		hase contracts Plant and machinery £	as follows: Motor vehicles	Total £
	Included above are assets held under Net book values At 31 March 2014	-		hase contracts Plant and machinery £ 1,637,973	as follows: Motor vehicles £	Total £ 1,637,973
	Included above are assets held under Net book values At 31 March 2014 At 31 March 2013 Depreciation charge for the year	-		Plant and machinery £ 1,637,973	as follows: Motor vehicles £	Total £ 1,637,973 544,704
	Included above are assets held under Net book values At 31 March 2014 At 31 March 2013	-		hase contracts Plant and machinery £ 1,637,973	as follows: Motor vehicles £	Total £ 1,637,973
	Included above are assets held under Net book values At 31 March 2014 At 31 March 2013 Depreciation charge for the year	-		Plant and machinery £ 1,637,973	as follows: Motor vehicles £	Total £ 1,637,973 544,704
	Included above are assets held under Net book values At 31 March 2014 At 31 March 2013 Depreciation charge for the year At 31 March 2014	-		hase contracts Plant and machinery £ 1,637,973 513,401 195,105	as follows: Motor vehicles £ 31,303	Total £ 1,637,973 544,704
3	Included above are assets held under Net book values At 31 March 2014 At 31 March 2013 Depreciation charge for the year At 31 March 2014	-		hase contracts Plant and machinery £ 1,637,973 513,401 195,105	as follows: Motor vehicles £ 31,303	Total £ 1,637,973 544,704
3	Net book values At 31 March 2014 At 31 March 2013 Depreciation charge for the year At 31 March 2014 At 31 March 2014	-		hase contracts Plant and machinery £ 1,637,973 513,401 195,105	as follows: Motor vehicles £ 31,303 8,705	Total £ 1,637,973 544,704 195,105 186,549

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

2013 £	2014 £	Debtors
2,911,642	2,636,632	Trade debtors
2,011,012	53,119	Corporation tax
_	32,527	Other debtors
34,189	49,789	Prepayments and accrued income
2,945,831	2,772,067	
2013 £	2014 £	Creditors: amounts falling due within one year
_	_	
60,769	126,066	Bank loans and overdrafts
193,379	285,665	Net obligations under hire purchase contracts
	1,660,617	Trade creditors
1,642,443		
1,870,421	1,692,250	Invoice financing creditor
1,870,421 53,592	451	Corporation tax
1,870,421 53,592 285,790		Corporation tax Other taxes and social security costs
1,870,421 53,592	451	Corporation tax
1,870,421 53,592 285,790	451 220,671	Corporation tax Other taxes and social security costs
1,870,421 53,592 285,790	451 220,671 30,719	Corporation tax Other taxes and social security costs Directors' current accounts

The invoice financing creditor is secured by a fixed and floating charge over the trade debtors of the company.

The bank overdraft is secured by a fixed charge over all present leasehold property

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

11	Creditors: amounts falling due after more than one year	2014 £	2013 £
	Net obligations under hire purchase contracts	476,770 ———	274,601 ———
	Net obligations under hire purchase contracts		
	Repayable within one year Repayable between one and five years	315,765 609,196	263,170 266,836
	Finance charges and interest allocated to future accounting periods	924,961 (162,526)	530,006 (62,026)
	Included in liabilities falling due within one year	762,435 (285,665)	467,980 (193,379)
		476,770	274,601
12	Provisions for liabilities		Deferred tax liability £
	Balance at 1 April 2013 Profit and loss account		210,882 30,662
	Balance at 31 March 2014		241,544
	The deferred tax liability is made up as follows:		
		2014 £	2013 £
	Accelerated capital allowances	241,544 ======	210,882 ———
13	Share capital	2014 £	2013 £
	Allotted, called up and fully paid 1,250 Ordinary shares of £1 each	1,250	1,250

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

14	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 April 2013 Loss for the year		564,931 (258,009)
	Balance at 31 March 2014		306,922
15	Reconciliation of movements in shareholders' funds	2014 £	2013 £
	(Loss)/Profit for the financial year Opening shareholders' funds	(258,009) 566,182	48,442 517,740
	Closing shareholders' funds	308,172	566,182

16 Financial commitments

At 31 March 2014 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 March 2015:

	Land and buildings		Other	
	2014	2013	2014	2013
	£	£	£	£
Operating leases which expire:				
Between two and five years	108,423	103,200	271,736	-
In over five years	105,025	-	-	-
				
	213,448	103,200	271,736	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2014

17	Directors' remuneration	2014 £	2013 £
	Remuneration for qualifying services	373,542	407,500
	Remuneration disclosed above include the following amounts paid to the highest paid director:		
	Remuneration for qualifying services	207,442	226,300
18	Employees		
	Number of employees The average monthly number of employees (including directors) during the year was:		
	your was.	2014 Number	2013 Number

	2014 Number	Number
Directors	2	2
Employees		47
	72	49
	·	
Employment costs	2014	2013
	£	£
Wages and salaries	3,097,413	2,679,526

19 Control

The company was controlled throughout the current and previous period by its directors by virtue of the fact that between them they own the majority of the company's ordinary share capital.