KIRIL MISCHEFF (TRADING) LIMITED

Company Registration Number 5486353

Annual Report and Financial Statements

Year ended 30 September 2008

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Brown Butler Chartered Accountants Leeds

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Officers and Professional Advisers

Directors RAR Mischeff

A V Charlton T A Davies M K L Jackson I R Marlow D A Mirchev V G Morrell WRS Neill

T A Davies Secretary

Registered Office Broadwall House

21 Broadwall London SE1 9PL

Company Registration Number 5486353

Registered Auditor Brown Butler

Chartered Accountants

Apsley House 78 Wellington Street

Leeds LS1 2JT

Royal Bank of Scotland plc 9th Floor **Bankers**

280 Bishopgate

London EC3M 5RB

Laytons Solicitors Carmelite Solicitors

50 Victoria Embankment

Blackfriars London EC4Y 0LS

Directors' Report

The directors present their report together with the audited financial statements of the company and the group for the year ended 30 September 2008.

1. Activities, review of the business and future development

The company is the parent company of Kiril Mischeff (Group) Limited, the holding company of the Kiril Mischeff group of companies.

The principal activities of the group are the importing and distribution of food products, food products broking and trading, shipping and forwarding.

The results of the group reflect the trading results of its subsidiaries.

The group's companies in the food products sector saw an expected small decrease in turnover and reduced trading margins. Overall the results were as anticipated. The group's business of shipping and forwarding experienced higher than expected profits as a result of strong import demand in the last six months of the year.

Results for the current year are expected to be similar.

2. Results and dividends

The results for the year are shown in the group profit and loss account on page 6. The profit for the year after taxation was £274,273.

No interim dividends were paid during the year. The directors do not recommend payment of a final dividend.

3. Fixed assets

Changes in fixed assets are summarised in note 9 to the financial statements.

4. Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires 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). The financial statements are required by law to 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 those financial statements, the directors are required to:-

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Prepare the financial statements on the going concern basis unless it is appropriate to presume that the company will continue to operate.

The directors are responsible for keeping proper accounting records which 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 1985. 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)

5. Directors and their interests

The present composition of the board is set out on page 1.

The directors who held office during the year are as set out below:-

R A R Mischeff A V Charlton T A Davies M K L Jackson I R Marlow D A Mirchev V G Morrell W R S Neill

6. Audit enquiries

So far as the directors are aware there is no information relevant to the audit of which the company's auditors are unaware. The directors have taken the necessary steps to ensure they themselves are aware of all relevant audit information and made sure that the company's auditors are also aware of that information.

By order of the Board

T A Davies Director

4 June 2009

Independent Auditors' Report to the Shareholders of Kiril Mischeff (Trading) Limited

We have audited the group and parent company financial statements of Kiril Mischeff (Trading) Limited for the year ended 30 September 2008 which are set out on pages 6 to 20. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is not consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent incorrect statements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Continued on page 5

Independent Auditors' Report to the Shareholders of Kiril Mischeff (Trading) Limited (continued)

Continued from page 4

Opinion

In our opinion the:

- group and parent company financial statements give a true and fair view, in accordance
 with United Kingdom Generally Accepted Accounting Practice, of the state of the group's
 and the parent company's affairs as at 30 September 2008 and of the profit of the group for
 the year then ended.
- group and parent company financial statements have been properly prepared in accordance with the Companies Act 1985.
- The information given in the Directors' Report is consistent with the group and company financial statements.

Apsley House 78 Wellington Street Leeds LS1 2JT

8 June 2009

Brown Butler

Chartered Accountants and Registered Auditor

Consolidated Profit and Loss Account 30 September 2008

	Note	2008 £	2007 £
Turnover		92,043,388	94,953,090
Cost of sales		86,767,068	88,058,661
Gross profit		5,276,320	6,894,429
Distribution costs		1,617,294	2,198,847
Administrative expenses		2,567,185	2,543,997
Operating profit		1,091,841	2,151,585
Exceptional items	3	400,900	1,420,000
Profit on ordinary activities before interest		690,941	731,585
Interest payable and similar charges	4	311,416	362,807
Profit on ordinary activities before taxation	6	379,525	368,778
Tax on profit on ordinary activities	7	105,252	116,375
Profit for the financial year	19	274,273	252,403

The group had no recognised gains or losses other than the profit for the year, and the above results derive from continuing operations.

Consolidated Balance Sheet 30 September 2008

	Note	200 £)8	200 £	
Fixed assets					
Tangible assets	9		486,199		531,727
Current assets					
Stock Debtors Cash at bank and in hand	11 12	5,161,508 15,719,433 2,017,994 22,898,935		4,076,452 16,974,925 1,245,723 22,297,100	
Creditors: amounts falling due within one year	13	20,749,221		20,512,319	
Net current assets			2,149,714		1,784,781
Total assets less current liabilities			2,635,913		2,316,508
Creditors: amounts falling due after more than one year	14		1,007,396		963,224
Capital and reserves					
Called up share capital Profit and loss account	18 19		1,000 1,627,517,		40 1,353,244
Equity shareholders' funds	20		1,628,517		1,353,284

These financial statements were approved and authorised for issue by the board on 4 June 2009.

T A Davies

D A Mirchev

Directors

The notes on pages 10 to 20 form part of these financial statements.

Company Balance Sheet 30 September 2008

,	Note	2008 £	3	200 £	7
Fixed assets					
Investments	10		670,000		670,000
Current assets					
Debtors		2,724		1,524	
Creditors: amounts falling due within one year	13	93,000		67,960	
Net current liabilities			(90,276)		(66,436)
Total assets less current liabilities			579,724		603,564
Creditors: amounts falling due after more than one year	14		418,750		485,750
			160,974		117,814
Capital and reserves					
Called up share capital Profit and loss account	18 19		1,000 159,974		40 117,774
Shareholders' funds	20		160,974		117,814

These financial statements were approved and authorised for issue by the board on 4 June 2009.

T A Davies

D A Mirchev

Directors

The notes on pages 10 to 20 form part of these financial statements.

Consolidated Cash Flow Statement 30 September 2008

	Note	200 £		200 £	
Net cash inflow / (outflow) from operating activities Return on investments and servicing of finance: Interest paid	25a	(311,416)	2,366,744	(362,807)	(494,100)
Net cash outflow from returns on investments and servicing of finance			(311,416)		(362,807)
Taxation:					
Corporation tax paid			(137,027)		(219,290)
Capital expenditure and financial investment:					
Payments to acquire tangible fixed assets Sale of tangible fixed assets		133,197 (41,250)		137,824 (31,270)	
Net cash outflow from capital expenditure and financial investment			(91,947)		(106,554)
Net cash inflow/(outflow) before financing			1,826,354		(1,182,751)
Financing					
Bank loans (repaid) / advanced Loans advanced / (repaid) Issue of ordinary share capital Capital element of hire purchase Repayments		(1,921,630) 43,443 960 (406)		1,258,993 (139,385) -	
Net cash (outflow)/inflow from financing			(1,877,633)		1,119,608
Decrease in cash	25b		(51,279)		(63,143)

Accounting Policies

(a) Accounting convention

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

(b) Turnover

Turnover represents amounts receivable for goods and services and net agency income from haulage, freight and rental services provided, net of VAT.

(c) Depreciation

Depreciation of tangible fixed assets is provided on original cost over their estimated useful lives. The annual rates and methods of depreciation are as follows:-

Freehold property Plant, equipment, fixtures and fittings Motor vehicles straight line basis over 50 years straight line basis over 5 years straight line basis over 4 years

(d) Leases

Operating lease rentals are charged or credited to the profit and loss account as they are incurred or fall due.

(e) Basis of consolidation

The consolidated financial statements combine the financial statements of Kiril Mischeff (Trading) Limited and its subsidiary undertakings.

As permitted by Section 230 of the Companies Act 1985, Kiril Mischeff (Trading) Limited has not presented its own profit and loss account.

(f) Stock

Stocks are stated at the lower of cost and net realisable value.

(g) Pensions

The group operates a defined contribution pension scheme. The pension costs charged to the profit and loss account are the premiums payable in respect of the accounting period.

(h) Deferred Tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. Deferred tax is not recognised when assets are revalued, unless, by the balance sheet date, the company has entered into a binding agreement to sell the assets and recognised the gains or losses expected to arise on sale.

(i) Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are settled by buying forward foreign exchange contracts. All differences are taken to the profit and loss account.

2. Turnover

The directors consider it prejudicial to the group's interest to disclose the geographical analysis of turnover

2	Even	ational	itama
3.	Exce	ptional	uems

Exceptional items	2008 £	2007 £
Provision for losses on contracts Provision for irrecoverable loan	400,900	450,000 970,000
	400,900	1,420,000

The loss on contracts represents losses incurred as a result of a group company having to source goods from alternative suppliers after a foreign supplier reneged on its supply contract.

4. Interest payable and similar charges

, ,	£	£
On bank loans and overdrafts	311,416	362,807

Staff costs	i	Staff	costs
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6.

Staff costs		
Group employee costs, including directors during the ye	ear:- 2008	2007
	£	£
Wages and salaries	2,367,306	2,748,631
Social security costs	260,881	304,848
Other pension costs	366,901 	402,116
	2,995,088	3,455,595
		
The average number of employees, including directors,	during the year was:	-
	No.	No.
Office, management and selling	72	64
Directors' emoluments	£	£
	-	
Remuneration Other emoluments	820,771 35,444	1,080,861 39,735
Other emoluments		
Aggregate emoluments Pension contributions	856,215 324,637	1,120,596 371,511
rension contributions		
	1,180,852	1,492,107
Seven (2007 – seven) directors are accruing pension be schemes.	enefits under money	purchase
The emoluments of the highest paid director were as follows:	lows:-	
	£	£
Aggregate emoluments	167,502	261,086
Profit on ordinary activities before taxation		
·		_
The profit is after charging / (crediting):-	£	£
Depreciation of owned assets	147,624	145,922
Depreciation of assets held under hire purchase contracts	135	-
Auditor's remuneration – audit services	31,200	29,925
Auditor's remuneration - other services	· -	4,954
Operating lease charges – land and buildings	27,216 (6,231)	27,163 (5,141)
Profit on disposal of fixed assets	(0,231)	

7.	Tax charge on profit on ordinary activities	2008 £	2007 £
	Corporation tax		
	Current year/period Adjustments for prior year/period	73,121 (3,218)	140,255 (1,780)
	Transfer in respect of deferred tax	69,903 35,349	138,475 (22,100)
	Current year tax charge	105,252	116,375

The standard rate of corporation tax is the full rate of United Kingdom corporation tax applicable for the year.

A reconciliation of the current year tax charge to the charge that would result from applying the standard rate of tax to the profit on ordinary activities before taxation is set out below:

	£	£
Profit on ordinary activities before taxation	379,525	368,778
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax of 29% (2007 - 30%)	110,062	110,634
Effects of :-		
Expenses not deductible for tax purposes Capital allowances in excess of depreciation Depreciation in excess of capital allowances Movement in unpaid pension contributions Adjustment in respect of marginal relief Utilisation of tax losses by certain subsidiaries Adjustment in respect of prior periods	12,778 - 750 (22,328) (17,637) (12,123) (3,218)	13,301 (4,747) 60,307 (16,637) (22,603) (1,780)
Current year tax charge	69,903	138,475
The transfer in respect of deferred tax is made up as follows:-		
Origination and reversal of timing differences	35,349	(22,100)

8. Profit for the year attributable to shareholders

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the company is not presented as part of the financial statements.

The loss after taxation dealt with in the financial statements of the parent company is £26,000 (2007 : £Nil).

9. Tangible fixed assets

	Freehold property	Plant, equipment, fixtures and fittings	Motor vehicles £	Total £			
Group	£	£	£	L			
Cost							
At 1 October 2007 Additions Disposals	197,788	223,338 30,730 	382,669 106,520 (83,843)	803,795 137,250 (83,843)			
At 30 September 2008	197,788	254,068 ———	405,346	857,202 ———			
Depreciation							
At 1 October 2007 Charge for the year Disposals	8,121 4,000	99,506 47,650 -	164,441 96,108 (48,823)	272,068 147,758 (48,823)			
At 30 September 2008	12,121	147,156 	211,726 ———	371,003			
Net book value							
At 30 September 2007	189,667	123,832	218,228	531,727			
At 30 September 2008	185,667 ———	106,912	193,620	486,199			
Assets held under hire purcha	Assets held under hire purchase contracts included above:-						
Depreciation charge		135		135			
Net book value		3,917		3,917			

10. Investments

Company:

Subsidiary Undertakings £

Cost

At 1 October 2007 & 30 September 2008

670,000

In the opinion of the directors, the aggregate value of the company's investment in the subsidiary undertakings is not less than the amount included in the balance sheet.

At the balance sheet date the subsidiary undertakings were as follows:

	Proportion of shares held %	Main activity
Direct holding:		
Kiril Mischeff (Group) Limited	100	Non-trading
Indirect holdings:		
Kiril Mischeff Limited^	100	Import and distribution of food products
W Saunders (Shipping & Forwarding) Limited*	100	Shipping and forwarding
EE & Brian Smith (1928) Limited*	100	Food broking and trading
CBJ Securities Limited*	100	Investment company
CBJ Holdings Limited*	100	Non-trading
Cereal and General Products Limited*	100	Non-trading
House of York Limited"	100	Non-trading
Brian Smith Holdings Limited~	100	Non-trading

[^] Interest held by Kiril Mischeff (Group) Limited

All shares held in subsidiary companies are ordinary shares

^{*} Interest held by Kiril Mischeff Limited

[&]quot; Interest held by CBJ Securities Limited

[~] Interest held by EE & Brian Smith (1928) Limited

11.	Stock	2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Finished goods and goods for resale	5,161,508	-	4,076,452	
12.	Debtors	2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Trade debtors Other debtors Amounts due from subsidiaries Deferred tax asset Prepayments	15,427,265 97,680 102,251 92,237 15,719,433	2,724	16,765,102 29,675 137,600 42,548 16,974,925	1,524

13. Creditors: amounts falling due within one year

The deferred tax asset is due after more than one year.

	2008 Group £	2008 Company £	2007 Group £	2007 Company £
Bank loans & overdrafts	4,388,820		5,486,900	
Loan notes	67,000	67,000	67,000	67,000
Trade creditors	12,485,564	-	11,235,657	-
Directors' loans	-	-	960	960
Hire purchase creditors	2,918	-	-	-
Social security and taxes	321,816	-	219,803	-
Amount due to subsidiaries	· ,	26,000	-	-
Other creditor	-	-	127,560	-
Corporation tax	73,131	_	140,255	-
Accruals and deferred income	3,409,972	-	3,234,184	
	20,749,221	93,000	20,512,319	67,960
				

The bank loans & overdrafts are secured on the assets of the group.

Hire purchase creditors are secured on the assets to which they relate.

14. Creditors: amounts falling due after more than one year

		2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Loan notes Other creditors Hire purchase creditors	418,750 587,917 729	418,750 - -	485,750 477,474 -	485,750 - -
		1,007,396	485,750	963,224	485,750
15.	Loans				
	Repayable by instalments	2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Loan notes	485,750	485,750	552,750 ————	552,750 ———
	Analysis of loan instalments				
	Amounts due:	2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Within one year Between one and two years Between two and five years In over five years	67,000 67,000 201,000 150,750	67,000 67,000 201,000 150,750	67,000 67,000 201,000 217,750	67,000 67,000 201,000 217,750
		485,750	485,750	552,750	552,750

The loan notes are repayable in quarterly instalments of £16,750 over a period of ten years from 31 March 2006. The loan notes are interest free.

16. Deferred tax asset

Deferred tax is analysed over the following timing differences:-

	2008 Group £	2008 Company £	2007 Group £	2007 Company £
Depreciation in excess of capital allowances Pension contributions unpaid	(37,251) (65,000)	<u>-</u> -	(39,600) (98,000)	
	(102,251)	-	(137,600)	•
Movements on the provision for de	ferred tax are a	s follows:-		
	£	£	£	£
At 1 October 2007 Fair value on acquisition	(137,600) -	-	(115,500) -	-
Charge/(credit) in profit and loss account	35,349	-	(22,100)	-
At 30 September 2008	(102,251)	-	(137,600)	-

17. Pension costs

The group operates a defined contribution pension scheme. The pension cost charge represents contributions payable by the group and amounted to £366,901 (2007: £402,116) for the year. Contributions of £288,490 (2007: £359,969) were payable at the year end and are included in creditors.

18.	Share capital	2008 £	2007 £
	Authorised 10,000 Ordinary shares of 10p each	1,000	1,000
	Allotted, called up and fully paid 400 Ordinary shares of 10p each		
	At 1 October 2007 Issued during the year	40 960	40
	At 30 September 2008	1,000	40

Notes to the Financial Statements
30 September 2008

19.	Profit and loss account	2008 Group £	2008 Company £	2007 Group £	2007 Company £
	At 1 October 2007 Retained profit for the year	1,353,244 274,273	117,774 42,200	1,100,841 252,403	49,574 68,200
	At 30 September 2008	1,627,517	159,974	1,353,244	117,774
20.	Reconciliation of movements in s	hareholders' fund	s		
		2008 Group £	2008 Company £	2007 Group £	2007 Company £
	Profit for the year	274,273 960	42,200 960	252,403	68,200
	Shares issued – proceeds Opening shareholders' funds	1,343,284	117,814	1,100,881	49,614
	Closing shareholders' funds	1,628,517	160,974	1,353,284	117,814

21. Controlling party

The company had no identifiable controlling party during the year.

22. Related party transactions

Company

At 30 September 2008 the company owed £485,750 (2007: £552,750) to a director, R A R Mischeff, in respect of loan notes issued to him on the purchase by the company of his 100% shareholding in Kiril Mischeff (Group) Limited. The loan notes are repayable in equal quarterly instalments over a period of ten years from 31 March 2006.

Group

At 30 September 2008 a loan of £587,917 (2007: £477,474) was due by a group company to Broadwall Properties Limited, a company controlled by R A R Mischeff.

23. Leasing commitments

At 30 September 2008 the group had operating lease commitments for the following year as set out below:-

out below	Land &	buildings
	2008	2007
	£	£
Operating leases which expire:-		
from one to five years	26,750	26,750
		

24. Contingent liabilities

Group

At 30 September 2008 the group had outstanding forward foreign exchange contracts of £42,393,562 (2007:£14,783,324).

The group has jointly and severally guaranteed the bank borrowings of certain group companies. At 30 September 2008 the borrowings covered by these guarantees amounted to £2,054,315 (2007:£1,230,765).

25. Notes to the Cash Flow Statement

a). Reconciliation of operating profit to net cash inflow/(outflow) from operating activities

			2008 £		2007 £
	Operating profit Depreciation Profit on disposal of fixed assets Exceptional items Increase in stocks Decrease/(increase) in debtors Increase in creditors		1,091,841 147,759 (6,231) (400,900) (1,085,056) 1,220,143 1,399,188	14 (1,42 (60 (2,20	1,585 5,922 5,141) 0,000) 2,900) 7,675) 4,109
	Net cash inflow/(outflow) from operating act	ivities	2,366,744	(49	4,100)
b).	Reconciliation of net cash flow to the mover	ment in net debt	2008 £		2007 £
	Decrease in cash in the year Movement in bank loans Movement in other loans		(51,279) 1,921,630 (43,037)	(1,25	3,143) 8,993) 9,385
	Movement in net debt in the year Opening net debt		1,827,314 (5,271,401)		2,751) 8,650)
	Closing net debt		(3,448,140)	(5,27	(1,401)
c) .	Reconciliation of net cash flow to movemen	it in net debt.			
		2007 £	Cash flow £	Other £	2008 £
	Cash at bank and in hand Bank overdrafts	1,245,723 (1,230,765)	772,271 (823,550)	-	2,017,994 (2,054,315)
		14,958	(51,279)	-	(36,321)
	Debt falling due within one year Debt falling due after more than one year	(4,323,135) (963,224)	1,921,143 (42,550)	(2,431) (1,622)	(2,404,423) (1,007,396)
		(5,271,401)	1,827,314	(4,053)	(3,448,140)