# **KIRIL MISCHEFF (TRADING) LIMITED**

Company Registration Number 5486353

Annual Report and Financial Statements

Year ended 30 September 2011

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Brown Butler Chartered Accountants Leeds

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# Officers and Professional Advisers

**Directors** 

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

Secretary

T A Davies

Registered Office

Broadwall House 21 Broadwall London SE1 9PL

Company Number

5486353

Statutory Auditor

Brown Butler

**Chartered Accountants** 

Leigh House

28 - 32 St Paul's Street

Leeds LS1 2JT

**Bankers** 

Royal Bank of Scotland plc

9<sup>th</sup> Floor

280 Bishopgate

London EC3M 5RB

Solicitors

**Laytons Solicitors** 

Carmelite

50 Victoria Embankment

Blackfriars London EC4Y 0LS

Keeble Hawson LLP Protection House 16-17 East Parade

Leeds

West Yorkshire

LS1 2BR

#### 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 2011

#### 1 Activities and business review

The company is the parent company of Kiril Mischeff 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

Turnover increased but as expected margins reduced in the year under review and gross profitability was only marginally higher. Tight control of costs enabled operating profit to be higher although this was offset by much higher interest costs. Overall net profit was slightly higher than 2010.

We expect turnover to decrease in 2012 in line with market conditions generally

#### 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 £565,236.

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 8 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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the company and the group 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,
- 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 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 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)

#### 5 Directors

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 -

RAR Mischeff

A V Charlton

T A Davies

M K L Jackson

I R Marlow

D A Mirchev

V G Morrell

WRS 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

auler

T A Davies Director

21 May 2012

Independent Auditor's Report to the Members of Kiril Mischeff (Trading) Limited

We have audited the financial statements of Kiril Mischeff (Trading) Limited for the year ended 30 September 2011 which comprise the Consolidated Profit and Loss Account, Consolidated and Parent Company Balance Sheets, Consolidated Cash Flow Statement and 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out in the Directors' Report, 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 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

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 group and parent 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 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 group and parent company's affairs as at 30 September 2011 and of the profit of the group 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 matters 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

Continued on page 5

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#### Kiril Mischeff (Trading) Limited

Independent Auditor's Report to the Members of Kırıl Mischeff (Trading) Limited

Continued from page 4

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 group and parent company's 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

Robert Solyom (Senior Statutory Auditor)

For and on behalf of Brown Butler

Chartered Accountants and Statutory Auditor

Leigh House 28 – 32 St Paul's Street Leeds LS1 2JT

25 May 2012



# Consolidated Profit and Loss Account 30 September 2011

	Note	2011 £	2010 £
Turnover	1(a) & 2	109,736,380	101,492,136
Cost of sales		103,221,357	95,061,749
Gross profit		6,515,023	6,430,387
Distribution costs		2,431,287	2,498,068
Administrative expenses		3,054,733	3,060,684
Operating profit		1,029,003	871,635
Interest payable and similar charges	3	203,007	67,398
Profit on ordinary activities before taxation	5	825,996	804,237
Tax on profit on ordinary activities	6	260,760	207,067
Profit for the financial year	18	565,236	597,170
			<del></del>

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



Company Registration Number 5486353 Consolidated Balance Sheet 30 September 2011

	Note	201 £	1	20 <sup>-</sup> £	
Fixed assets					
Tangible fixed assets	8		458,626		502,025
Current assets					
Stock Debtors Cash at bank and in hand	10 11	7,478,715 21,287,725 240,723		4,847,233 18,569,949 200,598	
		29,007,163		23,617,780	
Creditors amounts falling due within one year	12	25,254,671		20,373,041	
Net current assets			3,752,492		3,244,739
Total assets less current liabilities			4,211,118		3,746,764
Creditors amounts falling due after more than one year	13		917,750		1,018,632
			3,293,368		2,728,132
Capital and reserves					
Called up share capital Capital redemption reserve Profit and loss account	16 17 18		50,000 3,750 3,239,618		50,000 3,750 2,674,382
Equity shareholders' funds	19		3,293,368		2,728,132

These financial statements were approved and authorised for issue by the board on 21 May 2012 and signed on its behalf by

T A Davies

D A Mirchev

**Directors** 

The notes on pages 10 to 19 form part of these financial statements

# Company Balance Sheet 30 September 2011

	Note	201 £	1	2010 £	0
Fixed assets					
Investments	9		670,000		670,000
Creditors amounts falling due within one year	12	87,771		368,876	
Net current liabilities			(87,771)		(368,876)
Total assets less current liabilities			582,229		301,124
Capital and reserves					
Called up share capital Capital redemption reserve Profit and loss account	16 17 18		50,000 3,750 528,479		50,000 3,750 247,374
Shareholders' funds	19		582,229		301,124

These financial statements were approved and authorised for issue by the board on 21 May 2012 and signed on its behalf by

T A Davies

D A Mirchev

Directors

# Consolidated Cash Flow Statement 30 September 2011

	Note	20 £		201 £	0
Net cash (outflow)/ inflow from operating Activities Return on investments and servicing of finance Interest paid	24a	(203,007)	(2,670,490)	(67,398)	462,424
·		(203,007)			
Net cash outflow from returns on investments and servicing of finance			(203,007)		(67,398)
Taxation					
Corporation tax paid			(245,931)		(86,748)
Capital expenditure and financial investment					
Payments to acquire tangible fixed assets Sale of tangible fixed assets		158,964 (61,664)		195,533 (43,706)	
Net cash outflow from capital expenditure and financial investment			(97,300)		(151,827)
Net cash (outflow)/inflow before financing			(3,216,728)		156,451
Financing					
Bank loans advanced Loans (repaid)/advanced Capital element of hire purchase		3,299,693 (100,500)		164,830 295,772	
Repayments Loan notes repaid Proceeds from issue of shares		(1,058) - -		(712) (418,750) 3,750	
Net cash inflow from financing			3,198,135		44,890
(Decrease)/increase in cash	24b		(18,593)		201,341



#### 1 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 incorporate the financial statements of Kiril Mischeff (Trading) Limited and its subsidiary undertakings. All intra group transactions, balances, income and expenses are eliminated on consolidation.

As permitted by Section 408 of the Companies Act 2006, 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.

Remuneration Pension contributions

## 2 Turnover

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

3	Interest payable and similar charges	٤	£
	On bank loans and overdrafts	203,007	67,398
4	Staff costs		
	Group employee costs, including directors duri	ng the year - 2011 £	2010 £
	Wages and salaries Social security costs Other pension costs	3,315,228 404,130 332,983	3,458,086 406,537 295,494
		4,052,341	4,160,117
	The average number of employees of the grou	p, including directors, during th	e year was -
		No	No
	Office, management and selling	75 ———	74 
	Directors' remuneration	£	£
	Salaries Benefits in kind	1,745,904 49,843	1,682,576 43,639
	Aggregate remuneration Pension contributions	1,795,747 269,790	1,726,215 206,458
		2,065,537	1,932,673
	Seven (2010 – seven) directors are accruing poschemes	ension benefits under money p	ourchase
	The remuneration of the highest paid director v	vas as follows -	
		£	£
	Remuneration	435,120	369,014

12,413

447,533

369,014

# 5 Profit on ordinary activities before taxation

The profit is after charging / (crediting) -	2011 £	2010 £
Depreciation of owned assets	138,023	138,413
Depreciation of assets held under hire purchase		
contracts	810	810
Auditor's remuneration – audit services	35,700	34,500
Auditor's remuneration – other services	16,868	7,970
Operating lease charges – land and buildings	24,500	26,188
Operating lease charges – land and buildings	2,720	_
Loss/(profit) on disposal of fixed assets	1,866	(32,091)
		<del></del>
6 Tax on profit on ordinary activities		
	2011	2010
	£	£
Current tax		
Corporation tax charge	232,367	237,338
Adjustments in respect of prior periods	8,593	(8,801)
UK Corporation tax	240.960	228,537
Deferred tax charge/(credit)	19,800	(21,470)
Total tax on profit on ordinary activities	260,760	207,067
		=======

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	825,996	804,237
Duft.		<del></del>
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax of 27% (2010 – 28%)	223,019	225,188
Effects of -		
Expenses not deductible for tax purposes	4,068	24,713
Depreciation in excess of capital allowances Capital allowances in excess of depreciation	6,602	(11,862)
Movement in unpaid pension contributions	8,475	39,281
Adjustment in respect of marginal relief	(9,797)	(14,047)
Adjustment in respect of prior years	`8,593	(8,801)
Adjustment for other allowable deductions		(25,935)
Current year tax charge	240,960	228,537
The transfer in respect of deferred tax is made up as follows -	<del></del>	<del></del>
Origination and reversal of timing differences	19,800	(21,470)

## 7 Profit for the year attributable to shareholders

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the company is not presented as part of the financial statements

## 8 Tangible fixed assets

	Freehold property	Plant, equipment, fixtures and fittings	Motor vehicles	Total
Group	£	£	£	£
Cost				
At 1 October 2010 Additions Disposals	197,788 - -	266,562 24,790 -	449,506 134,174 (113,365)	913,856 158,964 (113,365)
At 30 September 2011	197,788	291,352	470,315	959,455
Depreciation				
At 1 October 2010 Charge for the year Disposals	20,121 4,000 -	219,916 25,630 -	171,794 109,203 (49,835)	411,831 138,833 (49,835)
At 30 September 2011	24,121	245,546	231,162	500,829
Net book value				
At 30 September 2010	177,667	46,646	277,712	502,025
At 30 September 2011	173,667	45,806	239,153	458,626
Assets held under hire purch	ase contracts	ncluded above -		
Depreciation charge		810 ———		810
Net book value		1,487		1,487

#### Investments

Company

Subsidiary Undertakings

£

Cost

At 1 October 2010 & 30 September 2011

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	70	
Kırıl Mıscheff Lımıted	100	Import and distribution of food products
Indirect holdings (interest held by Kiril Mischeff Lii	mited)	
W Saunders (Shipping & Forwarding) Limited	100	Shipping and forwarding
EE & Brian Smith (1928) Limited	100	Food broking and trading
CBJ Securities Limited	100	Non trading company

All shares held in subsidiary companies are ordinary shares

During the year the following 100% owned non trading group companies were dissolved

Kırıl Mıscheff (Group) Limited

House of York Limited

Cereal & General Products Limited

**CBJ Holdings Limited** 

Brian Smith Holdings Limited



Notes to the Financial	Statements
30 September 2011	

10	Stock	2044	2014	2010	2040
		2011 Group	2011 Company	2010 Group	2010 Company
		£	£´	£	£
	Finished goods and goods for resale	7,478,715	-	4,847,233	-
11	Debtors				
		2011	2011	2010	2010
		Group £	Company £	Group £	Company £
	Trade debtors	21,051,474	-	18,408,852	-
	Deferred tax asset – see note 14	44,600 101,651	-	64,400 06,607	-
	Prepayments	191,651		96,697	
		21,287,725	-	18,569,949	
	The deferred tax asset is due after mo	ore than one yea	ar		
12	Creditors amounts falling due within o	one year			
		2011	2011	2010	2010
		Group £	Company £	Group £	Company £
	Bank loans & overdrafts	4,919,566	-	1,561,155	_
	Trade creditors	16,059,985	-	13,297,671	-
	Hire purchase creditors	852	-	1,528	-
	Social security and taxes	347,184	- 07 774	361,576	-
	Amount due to subsidiaries Corporation tax	- 232,367	87,771	237,338	368,876
	Other creditors	232,367 189,762	-	255,223	_
	Accruals and deferred income	3,504,955	-	4,658,550	-
		25,254,671	87,771	20,373,041	368,876
	loans & overdrafts are secu	25,254,671	<del></del>	20,373,041	368,876

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

# 13 Creditors amounts falling due after more than one year

	2011 Group £	2011 Company £	2010 Group £	2010 Company £
Other creditors Hire purchase creditors	917,750	-	1,018,250 382	-
	917,750	-	1,018,632	-

#### 14 Deferred tax asset

Deferred tax is analysed over the following timing differences -

	2011 Group £	2011 Company £	2010 Group £	2010 Company £		
Depreciation in excess of						
capital allowances	(27,100)	-	(24,400)	-		
Other timing differences	(17,500)	<u>-</u>	(40,000)			
	(44,600)	-	(64,400)	-		
Movements on the provision for deferred tax are as follows - £ £ £ £						
	_	_	_			
At 1 October 2010 Charge/(credit) in profit and loss	(64,400)	-	(42,930)	-		
Account	19,800	-	(21,470)			
At 30 September 2011	(44,600)	-	(64,400)	•		
	<del></del>					

### 15 Pension costs

The group operates a defined contribution pension scheme. The pension cost charge represents contributions payable by the group and amounted to £332,983 (2010 £155,494) for the year.

Contributions totalling £171,680 (2010 - £140,290) were payable to the scheme at the year end and are included in creditors

16	Share capital		
	·	2011	2010
		£	£
	Allotted, called up and fully paid		
	500,000 ordinary shares of £10p each		
	At 1 October 2010	50,000	50,000
	Issued by the company during the year	-	3,750
	Repurchased by the company during the year	-	(3,750)
	At 30 September 2011	50,000	50,000

	s to the Financial Statements eptember 2011				
17	Capital redemption reserve			2011 £	2010 £
	At 1 October 2010 Arising on purchase of own shares	s during the year		3,750	3,750
	At 30 September 2011			3,750	3,750
18	Profit and loss account	2011 Group £	2011 Company £	2010 Group £	2010 Company £
	At 1 October 2010 Retained profit for the year	2,674,382 565,236	247,374 281,105	2,077,212 597,170	179,174 68,200
	At 30 September 2011	3,239,618	528,479	2,674,382	247,374
19	Reconciliation of movements in shareholders' funds				
		2011 Group £	2011 Company £	2010 Group £	2010 Company £
	Profit for the year Issue of shares Opening shareholders' funds	565,236 - 2,728,132	281,105 - 301,124	597,170 3,750 2,127,212	68,200 3,750 229,174
	Closing shareholders' funds	3,293,368	582,229	2,728,132	301,124

# 20 Controlling party

The company had no identifiable controlling party during the year

# 21 Related party transactions

## Group

At 30 September 2011 a loan of £1,107,512 (2010 £1,273,473) was due by a group company to Broadwall Properties Limited, a company controlled by R A R Mischeff

### 22 Leasing commitments

At 30 September 2011 the group had operating lease commitments for the following year as set out below -

	2011 £	2010 £
Operating leases which expire -	~	~
from two to five years	27,220	24,500
Lease categories -		
Land and buildings	24,500	24,500
Other	2,720	
	27,220	24,500

#### 23 Contingent liabilities

### Group

At 30 September 2011 the group had outstanding forward foreign exchange contracts of £31,179,436 (2010 £30,536,474)

The group has jointly and severally guaranteed the bank borrowings of certain group companies At 30 September 2011 the borrowings covered by these guarantees amounted to £136,268 (2010 £28,621)

### 24 Notes to the Cash Flow Statement

a) Reconciliation of operating profit to net cash inflow from operating activities

2011	2010
£	£
1,029,003	871,635
138,833	139,223
1,866	(32,091)
(2,631,482)	(132,426)
(2,737,576)	(2,638,983)
1,528,866	2,255,066
(2,670,490)	462,424
	£ 1,029,003 138,833 1,866 (2,631,482) (2,737,576) 1,528,866

24	Notes to the Cash Flow Statement (continue	ed)			
b)	Reconciliation of net cash flow to the move	ment in net debt	2011 £		2010 £
	(Decrease)/Increase in cash in the year Movement in bank loans Movement in other loans		(18,593) (3,299,693) 101,558	(16	)1,341 64,830) 23,690
	Movement in net debt in the year Opening net debt		(3,216,728) (2,380,717)	160,201 (2,540,918)	
	Closing net debt		(5,597,445)	(2,38	30,717) ———
c)	Reconciliation of net cash flow to movemen	t in net debt			
		2010 £	Cash flow £	Other £	2011 £
	Cash at bank and in hand Bank overdrafts	200,598 (28,621)	40,125 (58,718)	-	240,723 (87,339)
		171,977	(18,593)	-	153,384
	Debt falling due within one year Debt falling due after more than one year	(1,534,062) (1,018,632)	(3,299,017) 100,882	_	(4,833,079) (917,750)
		(2,380,717)	(3,216,728)	-	(5,597,445)