KIRIL MISCHEFF (TRADING) LIMITED

Company Registration Number 5486353

Annual Report and Financial Statements

Year ended 30 September 2012

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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 IR Marlow D A Mirchev V G Morrell W R S Neill J I Bowler C Green A Smith

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 9th Floor

280 Bishopgate

London EC3M 5RB

Solicitors

Laytons Solicitors

Carmelite

50 Victoria Embankment

Blackfriars London EC4Y OLS

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 2012

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 continue to be the importing and distribution of food products, food products broking and trading, shipping and forwarding. During the year the group acquired Bitage Limited, a company whose principal activity is the provision of serviced office facilities.

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

Turnover increased and contrary to expectations margins increased slightly in the year under review and gross profitability was higher. Continuing control of costs enabled operating profits to be higher and lower interest costs enabled overall net profitability to be higher than 2011.

We expect turnover to decrease in 2013 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 £744,596.

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). 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

W R S Neill

A Smith (appointed 2 January 2013)

J I Bowler (appointed 2 January 2013)

C Green (appointed 2 January 2013)

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

23 January 2013

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

We have audited the financial statements of Kiril Mischeff (Trading) Limited for the year ended 30 September 2012 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 2012 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

Independent Auditor's Report to the Members of Kiril 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 January 2013

Consolidated Profit and Loss Account 30 September 2012

	Note	2012 £	2011 £
Turnover	1(b) & 2	117,839,674	109,736,380
Cost of sales		(110,372,930)	(103,221,357)
Gross profit		7,466,744	6,515,023
Distribution costs		(2,577,106)	(2,431,287)
Administrative expenses *		(3,676,372)	(3,054,733)
Other operating income		28,443	<u> </u>
Operating profit		1,241,709	1,029,003
Interest payable and similar charges	3	(152,299)	(203,007)
Profit on ordinary activities before taxation	5	1,089,410	825,996
Tax on profit on ordinary activities	6	(344,814)	(260,760)
Profit for the financial year	19	744,596	565,236

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

 $^{^{\}star}$ Note – included in administrative expenses is a charge of £355,386 in respect of amortisation of goodwill arising on consolidation. Notes 1(f), 5 and 8 also refer

Company Registration Number 5486353 Consolidated Balance Sheet 30 September 2012

	Note	20 ⁻ £		20 ⁻ £	
Fixed assets					
Intangible fixed assets Tangible fixed assets	8 9	1,293,876	4 000 070	458,626	450.000
Current assets			1,293,876		458,626
Stock Debtors Cash at bank and in hand	11 12	6,414,868 18,053,019 1,070,721		7,478,715 21,287,725 240,723	
		25,538,608		29,007,163	
Creditors amounts falling due within one year	13	21,943,770		25,254,671	
Net current assets			3,594,838		3,752,492
Total assets less current liabilities			4,888,714		4,211,118
Creditors amounts falling due after more than one year	14		850,750		917,750
			4,037,964		3,293,368
Capital and reserves					
Called up share capital Capital redemption reserve Profit and loss account	17 18 19		50,000 3,750 3,984,214		50,000 3,750 3,239,618
Equity shareholders' funds	20		4,037,964		3,293,368

These financial statements were approved and authorised for issue by the board on 23 January 2013 and signed on its behalf by

T A Davies

D A Mirchev

Directors

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

Company	Balance	Sheet
30 Septen	nber 201	2

	Note	201 £	2	2011 £	
Fixed assets					
Investments	10		670,000		670,000
Current assets					
Debtors	12	6,429		-	
Creditors amounts falling due within one year	13	26,000		87,771	
Net current liabilities			(19,571)		(87,771)
Total assets less current liabilities			650,429	=	582,229
Capital and reserves					
Called up share capital	17		50,000		50,000
Capital redemption reserve Profit and loss account	18 19		3,750 596,679		3,750 528,479
Shareholders' funds	20		650,429	-	582,229

These financial statements were approved and authorised for issue by the board on 23 January 2013 and signed on its behalf by

T A Davies

D A Mirchev

Directors

Consolidated Cash Flow Statement 30 September 2012

	Note	20 [.] £		20 [.] £	
Net cash inflow/(outflow) from operating activities Return on investments and servicing of finance	25a		7,124,141		(2,670,490)
Interest paid		(152,299)		(203,007)	
Net cash outflow from returns on investments and servicing of finance			(152,299)		(203,007)
Taxation					
Corporation tax paid			(233,487)		(245,931)
Capital expenditure and financial investment					
Payments to acquire tangible fixed assets Sale of tangible fixed assets		138,957 (11,599)		158,964 (61,664)	
Net cash outflow from capital expenditure and financial investment			(127,358)		(97,300)
Acquisitions and disposals					
Purchase of subsidiary undertaking			(700,000)		
Net cash inflow/(outflow) before financing			5,910,997		(3,216,728)
Financing					
Bank loans (repaid)/advanced Loans repaid Capital element of hire purchase		(4,511,668) (567,000)		3,299,693 (100,500)	
repayments		(852)		(1,058)	
Net cash (outflow)/inflow from financing			(5,079,520)		3,198,135
Increase/(decrease) in cash	25b		831,477		(18,593)

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.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate

As permitted by Section 408 of the Companies Act 2006, Kiril Mischeff (Trading) Limited has not presented its own profit and loss account

(f) Goodwill arising on consolidation

Goodwill represents the excess of the purchase price over the fair value of net assets of subsidiary undertakings at the date of acquisition. Such goodwill is capitalised as an intangible fixed asset and amortised in equal instalments over its expected useful life in accordance with Financial Reporting Standard 10. Goodwill in these financial statements has been amortised in full in the year of acquisition.

(g) Stock

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

(h) 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.

1 Accounting policies (continued)

(i) 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.

(j) 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

3	Interest payable and similar charges	2012 £	2011 £
	On bank loans and overdrafts	152,299	203,007
4	Staff costs		
	Group employee costs, including directors during the year	-	
		2012	2011
		£	£
	Wages and salaries	3,583,374	3,315,228
	Social security costs	430,527	404,130
	Other pension costs	230,754	332,983
		4,244,655	4,052,341

The average number of employees of the group, including directors, during the year was -

	No	No
Office, management and selling	75	75
		

4 Staff costs (continued)

5

Staff costs (continued)		
Directors' remuneration	2012 £	2011 £
Salaries Benefits in kind	1,562,039 41,482	1,641,409 41,573
Aggregate remuneration Pension contributions	1,603,521 183,671	1,682,982 269,790
	1,787,192	1,952,772
Seven (2011 – seven) directors are accruing pension be schemes	nefits under money į	ourchase
The remuneration of the highest paid director was as follows:	ows - 2012 £	2011 £
Aggregate remuneration	379,323	435,120
Profit on ordinary activities before taxation		
The profit is after charging / (crediting) -	2012 £	2011 £
Depreciation of owned assets Depreciation of assets held under hire purchase	152,571	138,023
contracts Amortisation of goodwill arising on consolidation Auditor's remuneration – audit services Auditor's remuneration – other services Operating lease charges – land and buildings	355,386 33,060 7,440 24,500	35,700 16,868 24,500
Operating lease charges – land and buildings (Profit)/loss on disposal of fixed assets	2,720 (10,463)	2,720 1,866

6 Tax on profit on ordinary activities 2011 2012 £ £ Current tax 332,305 232,367 Corporation tax charge Adjustments in respect of prior periods 8,593 1,120 333,425 240,960 **UK Corporation tax** 19,800 Deferred tax charge 11,389 260,760 344,814 Total tax on profit on ordinary activities

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	1,089,410 	825,996 ———
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax of 25% (2011 $-$ 27%)	272,352	223,019
Effects of -		
Expenses not deductible for tax purposes Depreciation in excess of capital allowances Capital allowances in excess of depreciation Movement in unpaid pension contributions Adjustment in respect of marginal relief Adjustment in respect of prior years Amortisation of goodwill not deductible for tax	3,651 (6,354) (20,011) (6,180) 1,120 88,847	4,068 6,602 - 8,475 (9,797) 8,593
Current year tax charge	333,425	240,960
The transfer in respect of deferred tax is made up as follows -		
Origination and reversal of timing differences	11,389	19,800

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 Intangible fixed assets

9

Group	Goodwill arising on consolidation £
Cost	
Addition	355,386
At 30 September 2012	355,386
Amortisation	
Charge for the year	355,386
At 30 September 2012	355,386
Net book value	
At 30 September 2012	-

The goodwill arose on the acquisition of Bitage Limited on 27 February 2012. The directors are of the opinion that the goodwill should be amortised in full on the date of acquisition.

)	Tangible fixed assets					
	-	Freehold investment property	Freehold property	Plant, equipment, fixtures and fittings	Motor vehicles	Total
	Group	£	£	£	£	£
	Cost					
	At 1 October 2011 Additions	- 850,000	197,788	291,352 31,412	470,315 107,545	959,455 988,957
	Disposals	-	-	51,412	(65,577)	(65,577)
	At 30 September 2012	850,000	197,788	322,764	512,283	1,882,835
	Depreciation				-	
	At 1 October 2011 Charge for the year Disposals	11,000	24,121 4,000 -	245,546 25,367 -	231,162 112,204 (64,441)	500,829 152,571 (64,441)
	At 30 September 2012	11,000	28,121	270,913	278,925	588,959
	Net book value					
	At 30 September 2011		173,667	45,806	239,153	458,626 ———
	At 30 September 2012	839,000	169,667	51,851	233,358	1,293,876

10 Investments

Company

Subsidiary Undertakings

Cost

At 1 October 2011 & 30 September 2012

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	,,	
Kırıl Mıscheff Limited	100	Import and distribution of food products
Indirect holdings (interest held by Kiril Mischeff Li	mited)	
W Saunders (Shipping & Forwarding) Limited	100	Shipping and forwarding
EE & Brian Smith (1928) Limited	100	Food broking and trading
Bitage Limited (acquired 27 February 2012)	100	Provision of serviced office facilities

All shares held in subsidiary companies are ordinary shares

During the year CBJ Securities Limited, a 100% owned non trading subsidiary of Kiril Mischeff Limited was dissolved

Other creditors

11	Stock				
	Citor	2012 Group £	2012 Company £	2011 Group £	2011 Company £
	Finished goods and goods for resale	6,414,868		7,478,715	
12	Debtors				
		2012 Group £	2012 Company £	2011 Group £	2011 Company £
	Trade debtors Amount due from subsidiaries	17,893,558	- 6,429	21,051,474	-
	Deferred tax asset – see note 15 Prepayments	33,211 126,250	· -	44,600 191,651	•
		18,053,019	6,429	21,287,725	-
	The deferred tax asset is due after mo	ire than one ye	ar		
13	Creditors amounts falling due within o	one year			
		2012 Group £	2012 Company £	2011 Group £	2011 Company £
	Bank loans & overdrafts Trade creditors Hire purchase creditors	411,128 15,274,103	- -	4,919,566 16,059,985 852	- - -
	Social security and taxes Amount due to subsidiaries	188,699	26,000	347,184 - 232,367	87,771
	Corporation tax Other creditors Accruals and deferred income	332,305 307,190 5,430,345	-	189,762 3,504,955	•
		21,943,770	26,000	25,254,671	87,771
	The bank loans & overdrafts are secu are secured on the assets to which the		ets of the group	Hire purchase	creditors
14	Creditors amounts falling due after m	ore than one y	ear		
		2012 Group £	2012 Company £	2011 Group £	2011 Company £

850,750

917,750

15 Deferred tax asset

Deferred tax is analysed over the following timing differences -

	2012 Group £	2012 Company £	2011 Group £	2011 Company £
Depreciation in excess of capital allowances Other timing differences	(24,237) (8,974)	<u>-</u>	(27,100) (17,500)	<u>.</u>
	(33,211)	_	(44,600)	
Movements on the provision for o	deferred tax are a	s follows -		
	£	£	£	£
At 1 October 2011 Charge in profit and loss	(44,600)	-	(64,400)	-
account	11,389	-	19,800	
At 30 September 2012	(33,211)	<u>.</u>	(44,600)	-

16 Pension costs

The group operates a defined contribution pension scheme. The pension cost charge represents contributions payable by the group and amounted to £230,754 (2011 £332,983) for the year.

Contributions totalling £95,390 (2011 - £171,680) were payable to the scheme at the year end and are included in creditors

17	Share capital	2012 £	2011 £
	Allotted, called up and fully paid 500,000 ordinary shares of £10p each	-	_
	At 1 October 2011 and 30 September 2012	50,000	50,000

	s to the Financial Statements eptember 2012				
18	Capital redemption reserve			2012 £	2011 £
	At 1 October 2011 and 30 Septem	ber 2012		3,750	3,750
19	Profit and loss account	2012 Group £	2012 Company £	2011 Group £	2011 Company £
	At 1 October 2011 Retained profit for the year	3,239,618 744,596	528,479 68,200	2,674,382 565,236	247,374 281,105
	At 30 September 2012	3,984,214	596,679 ————	3,239,618	528,479
20	Reconciliation of movements in sh	nareholders' fund:	s		
		2012 Group £	2012 Company £	2011 Group £	2011 Company £
	Retained profit for the year Opening shareholders' funds	744,596 3,293,368	68,200 582,229	565,236 2,728,132	281,105 301,124
	Closing shareholders' funds	4,037,964	650,429	3,293,368	582,229

21 Controlling party

The company had no identifiable controlling party during the year

22 Related party transactions

Group

At 30 September 2012 a loan of £1,157,940 (2011 £1,107,512) was due by a group company to Broadwall Properties Limited, a company controlled by R A R Mischeff

23 Leasing commitments

At 30 September 2012 the group had operating lease commitments for the following year as set out below -

	2012 £	2011 £
Operating leases which expire -	-	_
within one year	2,040	-
from two to five years	24,500	27,220
	26,540	27,220
		
Lease categories -		
Land and buildings	24,500	24,500
Other	2,040	2,720
	26,540	27,220

24 Contingent liabilities

Group

At 30 September 2012 the group had outstanding forward foreign exchange contracts of £12,586,862 (2011 £31,179,436)

The group has jointly and severally guaranteed the bank borrowings of certain group companies At 30 September 2012 the borrowings covered by these guarantees amounted to £90,569 (2011 £136,268)

25 Notes to the Cash Flow Statement

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

2012	2011
£	£
1,241,709	1,029,003
152,571	138,833
355,386	-
(10,463)	1,866
1,063,847	(2,631,482)
3,240,025	(2,737,576)
1,081,066	1,528,866
7,124,141	(2,670,490)
	£ 1,241,709 152,571 355,386 (10,463) 1,063,847 3,240,025 1,081,066

25	Notes to the Cash Flow Statement ((continued)	ł
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b)	Reconciliation of net cash flow to the move	ment in net debt	2012 £		2011 £
	Increase/(decrease) in cash in the year Cash balance of subsidiary acquired in the	year	831,477 (4,709)	(1	8,593) -
	Movement in bank loans Movement in other loans Movement in net debt in the year Opening net debt		826,768 4,511,668 67,852	(3,29	8,593) 9,693) 1,558
			5,406,288 (5,597,445)		 6,728) 0,717)
	Closing net debt		(191,157)	(5,59	7,445)
c)	Reconciliation of net cash flow to movemen	it in net debt			
		2011 £	Cash flow £	Other £	2012 £
	Cash at bank and in hand Bank overdrafts	240,723 (87,339)	834,707 (3,230)	(4,709) -	1,070,721 (90,569)
		153,384	831,477	(4,709)	980,152
	Debt falling due within one year Debt falling due after more than one year	(4,833,079) (917,750)	4,512,520 67,000	-	(320,559) (850,750)
		(5,597,445)	5,410,997	(4,709)	(191,157)