

**NOR-SEA FOODS LIMITED**

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



**NOR-SEA FOODS LIMITED**

**COMPANY INFORMATION**

**A<sup>2</sup>+B<sup>®</sup>**

**DIRECTORS**

M W G Clark OBE  
F Clark  
I R Stewart

**COMPANY SECRETARY**

Paul & Williamsons LLP

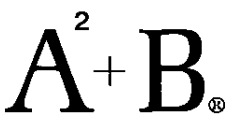
**COMPANY NUMBER**

SC054204

**REGISTERED OFFICE**

Broadfold Road  
Bridge of Don  
Aberdeen  
AB23 8EE

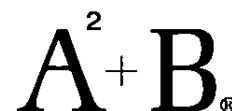
CONTENTS



	Page
Directors' report	1 - 2
Directors' responsibilities statement	3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 19

## **NOR-SEA FOODS LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012**



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

#### **PRINCIPAL ACTIVITIES**

The principal activity of the company is that of fish processors and curers.

#### **BUSINESS REVIEW**

Turnover was back up again this year, but this was primarily due to the second consecutive season of large increases in raw material costs, but the delays in getting corresponding increases in selling prices caused a temporary squeeze on margins and a slight reduction in profits. The cash flow was once again very strong.

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £295,799 (2011 - £408,675).

Dividends of £300,000 were paid in the year ended 31 March 2012 (2011 - £1,102,000 (as restated)).

#### **DIRECTORS**

The directors who served during the year were:

M W G Clark OBE  
F Clark  
I R Stewart

#### **POLITICAL AND CHARITABLE CONTRIBUTIONS**

The company made charitable donations of £4,160 (2011: £4,161) in the year.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The management of the business and the execution of the company's strategy are subject to a number of risks.

#### **FUTURE OUTLOOK**

We will continue to invest in the business to improve efficiencies and drive down costs, where possible, to achieve a level of profitability that is commensurate with the scale of the business and the investment involved.

#### **KEY PERFORMANCE INDICATORS (KPIs)**

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

## NOR-SEA FOODS LIMITED

### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

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#### EMPLOYEE INVOLVEMENT

During the year, the policy of providing their employees with information about the company continued through the information board, quarterly newsletters and regular meetings.

#### DISABLED EMPLOYEES

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

#### PROVISION OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

#### AUDITORS

The auditors, Anderson Anderson & Brown LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

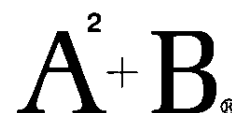
This report was approved by the board and signed on its behalf.



F Clark  
Director

Date: 26/6/12

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2012**



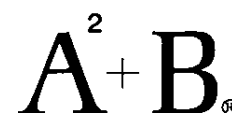
The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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.

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF  
NOR-SEA FOODS LIMITED**



We have audited the financial statements of Nor-Sea Foods Limited for the year ended 31 March 2012, set out on pages 6 to 19. 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, 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 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 company's affairs as at 31 March 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

NOR-SEA FOODS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF  
NOR-SEA FOODS LIMITED**

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**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.

*Anderson Anderson & Brown LLP*

John Black (Senior statutory auditor)

for and on behalf of  
**Anderson Anderson & Brown LLP**

Statutory Auditor

9 Queens Road

Aberdeen

AB15 4YL

Date:

*26 JUNE 2012*



**NOR-SEA FOODS LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 MARCH 2012**

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	Note	2012 £	2011 £
<b>TURNOVER</b>	1,2	25,648,389	23,516,673
Cost of sales		<u>(22,485,328)</u>	<u>(20,214,189)</u>
<b>GROSS PROFIT</b>		3,163,061	3,302,484
Distribution costs		(989,185)	(935,110)
Administrative expenses		(1,665,280)	(1,679,987)
Other operating income		<u>1,593</u>	<u>1,997</u>
<b>OPERATING PROFIT</b>	3	510,189	689,384
Interest payable and similar charges	6	<u>(43,764)</u>	<u>(62,799)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		466,425	626,585
Tax on profit on ordinary activities	7	<u>(170,626)</u>	<u>(217,910)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>	17	<u><u>295,799</u></u>	<u><u>408,675</u></u>

All amounts relate to continuing operations.

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

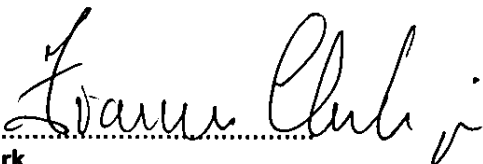
The notes on pages 8 to 19 form part of these financial statements.

**BALANCE SHEET  
AS AT 31 MARCH 2012**

**A<sup>2</sup>+B<sup>®</sup>**

	Note	£	2012 £	£	2011 restated £
<b>FIXED ASSETS</b>					
Tangible assets	8		2,947,725		3,068,970
Investments	9		5,880		5,880
			<u>2,953,605</u>		<u>3,074,850</u>
<b>CURRENT ASSETS</b>					
Stocks	10	2,232,035		2,327,433	
Debtors	11	6,409,574		6,004,077	
Cash in hand		905		1,014	
		<u>8,642,514</u>		<u>8,332,524</u>	
<b>CREDITORS: amounts falling due within one year</b>	12	<u>(6,192,752)</u>		<u>(5,958,170)</u>	
<b>NET CURRENT ASSETS</b>			<u>2,449,762</u>		<u>2,374,354</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>5,403,367</u>		<u>5,449,204</u>
<b>CREDITORS: amounts falling due after more than one year</b>	13		(1,628,705)		(1,585,994)
<b>ACCRUALS AND DEFERRED INCOME</b>	15		(327,486)		(411,833)
<b>NET ASSETS</b>			<u><u>3,447,176</u></u>		<u><u>3,451,377</u></u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	16		51,000		51,000
Profit and loss account	17		3,396,176		3,400,377
<b>SHAREHOLDERS' FUNDS</b>	18		<u><u>3,447,176</u></u>		<u><u>3,451,377</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



**F Clark**  
Director

Date: 26/6/12

The notes on pages 8 to 19 form part of these financial statements.

## 1. ACCOUNTING POLICIES

### 1.1 Going concern

The directors, having made due and careful enquiry and preparing forecasts, are of the opinion that the company has adequate working capital to execute its operations over the next 12 months. The directors, therefore, have made an informed judgement, at the time of approving the financial statements, that the company has adequate resources to continue in operational existence for the foreseeable future. As a result, the directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

### 1.2 Basis of preparation of financial statements

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

The prior year has been restated for dividends paid to the immediate parent undertaking of £1,102,000 omitted from the accounts. The effect is to reduce reserves and increase intercompany creditors by that amount.

### 1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

L/Term Leasehold Property	-	straight line over period of the lease
Plant & machinery	-	straight line over 3 to 10 years
Motor vehicles	-	straight line over 3 to 5 years

### 1.5 Stocks

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

**1. ACCOUNTING POLICIES (continued)**

**1.6 Taxation**

Current tax, including UK corporation tax and foreign tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

**1.7 Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

**1.8 Leasing and hire purchase**

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

**1.9 Operating leases**

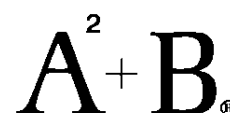
Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

**1.10 Pensions**

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

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



1. ACCOUNTING POLICIES (continued)

1.11 Government grants

Government grants relating to tangible fixed assets are treated as deferred income and released to the Profit and loss account over the expected useful lives of the assets concerned. Other grants are credited to the Profit and loss account as the related expenditure is incurred.

1.12 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

1.13 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.14 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments.

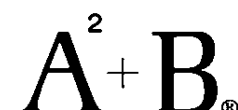
2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

A geographical analysis of turnover is as follows:

	2012 £	2011 £
United Kingdom	24,648,322	22,515,715
Europe	535,854	521,066
Australia	359,686	379,344
North America	104,527	100,548
	<u>25,648,389</u>	<u>23,516,673</u>

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



3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2012 £	2011 £
Depreciation of tangible fixed assets:		
- owned by the company	702,823	737,469
- held under finance leases	46,747	8,698
Auditors' remuneration	11,750	11,500
Operating lease rentals:		
- plant and machinery	22,137	9,853
Amortisation of deferred government grants	(126,503)	(155,519)
Differences on foreign exchange	104,739	(8,284)
	<u>          </u>	<u>          </u>

4. STAFF COSTS

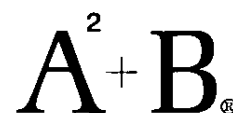
Staff costs, including directors' remuneration, were as follows:

	2012 £	2011 £
Wages and salaries	4,647,637	4,649,362
Social security costs	442,241	339,208
Other pension costs	140,768	111,421
	<u>          </u>	<u>          </u>
	<u>5,230,646</u>	<u>5,099,991</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2012 No.	2011 No.
Management and administration	29	26
Fish buying / processing	242	247
	<u>          </u>	<u>          </u>
	<u>271</u>	<u>273</u>

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



5. DIRECTORS' REMUNERATION

	2012 £	2011 £
Emoluments	337,538	359,748
Company pension contributions to defined contribution pension schemes	94,500	94,500

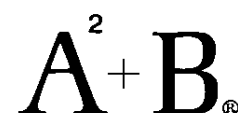
During the year retirement benefits were accruing to 3 directors (2011 - 3) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £140,000 (2011 - £169,748).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £54,000 (2011 - £54,000).

6. INTEREST PAYABLE

	2012 £	2011 £
On bank loans and overdrafts	40,031	60,587
On finance leases and hire purchase contracts	3,733	2,212
	43,764	62,799

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

## 7. TAXATION

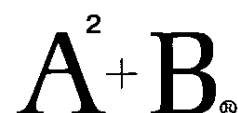
	2012 £	2011 £
<b>Analysis of tax charge in the year</b>		
<b>Current tax</b> (see note below)		
UK corporation tax charge on profit for the year	195,768	275,971
Adjustments in respect of prior periods	(335)	135
Tax on franked investment income	-	200
<b>Total current tax</b>	<u>195,433</u>	<u>276,306</u>
<b>Deferred tax</b> (see note 14)		
Origination and reversal of timing differences	(24,807)	(58,396)
<b>Tax on profit on ordinary activities</b>	<u>170,626</u>	<u>217,910</u>

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2011 - higher than) the standard rate of corporation tax in the UK of 26% (2011 - 28%). The differences are explained below:

	2012 £	2011 £
Profit on ordinary activities before tax	<u>466,425</u>	<u>626,585</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%)	121,271	175,444
<b>Effects of:</b>		
Expenses not deductible / income not taxable for tax purposes	44,562	40,501
Depreciation for year in excess of capital allowances	30,844	59,764
Other short term timing differences	(495)	821
Marginal relief	-	(359)
Adjustments to tax charge in respect of prior periods	(335)	135
Dividends from UK companies	(414)	-
<b>Current tax charge for the year</b> (see note above)	<u>195,433</u>	<u>276,306</u>



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

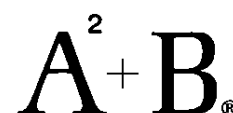
## 8. TANGIBLE FIXED ASSETS

	L/Term Leasehold Property £	Plant & machinery £	Motor vehicles £	Total £
<b>Cost</b>				
At 1 April 2011	3,775,283	6,503,936	63,200	10,342,419
Additions	-	613,907	18,410	632,317
Disposals	-	-	(37,105)	(37,105)
At 31 March 2012	3,775,283	7,117,843	44,505	10,937,631
<b>Depreciation</b>				
At 1 April 2011	1,306,647	5,925,989	40,813	7,273,449
Charge for the year	294,542	436,235	19,420	750,197
On disposals	-	-	(33,740)	(33,740)
At 31 March 2012	1,601,189	6,362,224	26,493	7,989,906
<b>Net book value</b>				
At 31 March 2012	2,174,094	755,619	18,012	2,947,725
At 31 March 2011	2,468,636	577,947	22,387	3,068,970

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2012 £	2011 £
Plant and machinery	185,486	-
Motor vehicles	3,680	12,378
	189,166	12,378

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



9. FIXED ASSET INVESTMENTS

	Listed investments £
<b>Cost or valuation</b>	
At 1 April 2011 and 31 March 2012	5,880
<b>Net book value</b>	
At 31 March 2012	5,880
At 31 March 2011	5,880

**Listed investments**

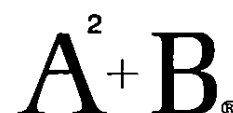
The market value of the listed investments at 31 March 2012 was £27,981 (2011 - £27,104).

10. STOCKS

	2012 £	2011 £
Raw materials, work in progress and finished goods	2,232,035	2,327,433

11. DEBTORS

	2012 £	2011 £
Trade debtors	2,760,877	2,730,340
Amounts owed by group undertakings	3,417,113	2,936,635
Other debtors	-	1,507
Prepayments and accrued income	64,516	82,270
VAT recoverable	83,197	194,261
Deferred tax asset (see note 14)	83,871	59,064
	6,409,574	6,004,077

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 201212. CREDITORS:  
Amounts falling due within one year

	2012 £	2011 restated £
Bank loans and overdrafts	106,487	1,220,351
Net obligations under finance leases and hire purchase contracts	61,084	8,929
Trade creditors	2,881,887	2,278,095
Amounts owed to group undertakings	1,727,776	1,402,450
Corporation tax	105,768	276,306
Social security and other taxes	88,023	95,109
Other creditors	255,990	13,965
Accruals and deferred income	965,737	662,965
	<u>6,192,752</u>	<u>5,958,170</u>

The Clydesdale Bank plc hold floating charges and cross guarantees from IFC Holdings Ltd and its subsidiaries. The Clydesdale Bank plc hold a standard security from the company over the property at Broadfold Road, Aberdeen and the book debts of the company.

The finance lease creditor is secured by the assets held under the relevant agreement.

13. CREDITORS:  
Amounts falling due after more than one year

	2012 £	2011 £
Bank loans	768,033	859,836
Net obligations under finance leases and hire purchase contracts	136,809	2,294
Amounts owed to group undertakings	723,863	723,864
	<u>1,628,705</u>	<u>1,585,994</u>

Creditors include amounts not wholly repayable within 5 years as follows:

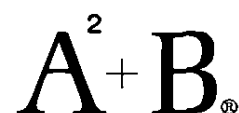
	2012 £	2011 £
Repayable by instalments	<u>373,802</u>	<u>476,566</u>

A bank loan of £1,000,000 is repayable at monthly intervals over 10 years with the first repayment made in September 2010. Interest is charged at 2.25% per annum above LIBOR.

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

Between one and five years	<u>136,809</u>	<u>2,294</u>
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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2012



14. DEFERRED TAX ASSET

	2012 £	2011 £
At beginning of year	59,064	668
Credited during year	24,807	58,396
	<u>83,871</u>	<u>59,064</u>
At end of year	<u>83,871</u>	<u>59,064</u>

The deferred tax asset is made up as follows:

	2012 £	2011 £
Depreciation in excess of capital allowances	77,681	51,866
Short term timing differences	6,190	7,198
	<u>83,871</u>	<u>59,064</u>
	<u>83,871</u>	<u>59,064</u>

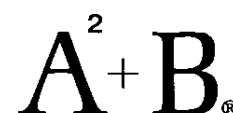
15. ACCRUALS AND DEFERRED INCOME

	2012 £	2011 £
Grants	<u>327,486</u>	<u>411,833</u>
	<u>327,486</u>	<u>411,833</u>

16. SHARE CAPITAL

	2012 £	2011 £
<b>Authorised</b>		
60,000 Ordinary shares of £1 each	<u>60,000</u>	<u>60,000</u>
<b>Allotted, called up and fully paid</b>		
51,000 Ordinary shares of £1 each	<u>51,000</u>	<u>51,000</u>
	<u>51,000</u>	<u>51,000</u>

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



17. RESERVES

	Profit and loss account £
At 1 April 2011 - restated	3,400,377
Profit for the year	295,799
Dividends: Equity capital	(300,000)
	<hr/>
At 31 March 2012	3,396,176
	<hr/>

The prior year has been restated for dividends paid to the immediate parent undertaking of £1,102,000 omitted from the accounts. The effect is to reduce reserves and increase intercompany creditors by that amount.

18. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	2011 restated £
Opening shareholders' funds	3,451,377	4,144,702
Profit for the year	295,799	408,675
Dividends (Note 19)	(300,000)	(1,102,000)
	<hr/>	<hr/>
Closing shareholders' funds	3,447,176	3,451,377
	<hr/>	<hr/>

19. DIVIDENDS

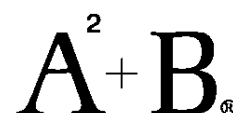
	2012 £	2011 restated £
Dividends paid on equity capital	300,000	1,102,000
	<hr/>	<hr/>

The prior year has been restated as described in note 17.

20. PENSION COMMITMENTS

The company operates a defined contribution pension scheme for its directors and staff. The assets of the scheme are held separately from those of the company in independently administered funds.

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



21. OPERATING LEASE COMMITMENTS

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

	2012 £	2011 £
<b>Expiry date:</b>		
Between 2 and 5 years	22,137	9,853

22. RELATED PARTY TRANSACTIONS

**Control**

Throughout the year the company was controlled by the ultimate parent company.

**Transactions**

The company has taken advantage of paragraph 3(c) of FRS8 (Related Party Disclosures) which allows exemption from disclosure of related party transactions with other group companies where the parent company owns 100% or more of the issued share capital. Therefore, no details are given of transactions or balances with IFC Holdings Limited or its subsidiaries.

23. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Nor-Sea (Holdings) Limited, a company registered in Scotland.

The ultimate parent undertaking for which group financial statements are prepared is IFC Holdings Limited, a company registered in Scotland. Copies of group financial statements are available from its registered office: Paull & Williamson, Union Plaza, 1 Union Wynd, Aberdeen, AB10 1DQ.