Company Registration No. 09432521 (England and Wales)

GFS LOGISTICS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MARCH 2016

FRIDAY
A5MX1C49
A15 30/12/2016 #60
COMPANIES HOUSE

GFS LOGISTICS LIMITED

COMPANY INFORMATION

Directors	Mr N Cotty	(Appointed 10 February 2015)
	Mr D Ennor	(Appointed 27 July 2015)
Company number	09432521	
Registered office	Belmont House Station Way Crawley West Sussex RH10 1JA	
Auditor	Fiander Tovell LLP Stag Gates House 63/64 The Avenue Southampton Hampshire SO17 1XS	

GFS LOGISTICS LIMITED

CONTENTS

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditor's report	4 - 5
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9 - 15

GFS LOGISTICS LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 31 MARCH 2016

The directors present the strategic report for the fourteen month period ended 31 March 2016.

Fair review of the business
The company was incorporated on 10 February 2015.

On 6 July 2015 the company acquired 100% of the issued share capital of Intermail Plc, whose name has since been changed to Intermail Limited.

The company's current activity is limited to acting as an intermediary holding company for Intermail Limited and retaining the leases for two of the group's properties. To that end, there is a limited amount of activity for the directors to monitor.

Principal risks and uncertainties
The directors consider that the company's principal business risks are normal trading risks. The directors have systems in place to identify and mitigate the risks and uncertainties that the company faces in carrying out its business.

On behalf of the board

.....

Mr N Cotty
Director
23/12/16

GFS LOGISTICS LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 MARCH 2016

The directors present their annual report and financial statements for the period ended 31 March 2016.

Principal activities
The company was incorporated on 10 February 2015. Its principal activity was that of an intermediary holding company.

Directors
The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Mr N Cotty	(Appointed 10 February 2015)
Mr D Ennor	(Appointed 27 July 2015)

Results and dividends
The results for the period are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Financial instruments

The company's principal financial instruments include various financial assets and liabilities such as intercompany loans arising directly from its operations.

Liquidity risk
The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business.

Credit risk
The company places its cash with creditworthy institutions. The carrying amount of cash represents the maximum credit risk that the company is exposed to.

Price risk
The directors consider the company faces the usual pricing risk of any other company operating in a competitive, commercial environment.

Auditor
Fiander Tovell LLP were appointed as auditor to the company and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

.....

Mr N Cotty

Director

23/12/16

GFS LOGISTICS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GFS LOGISTICS LIMITED

We have audited the financial statements of GFS Logistics Limited for the period ended 31 March 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 auditor

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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GFS LOGISTICS LIMITED

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 2016 and of its loss for the period 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 Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Fiander Tovell LLP

Andrew Jay ACA FCCA (Senior Statutory Auditor)
for and on behalf of Fiander Tovell LLP

23/12/16

Fiander Tovell LLP
Chartered Accountants
Statutory Auditor

Stag Gates House
63/64 The Avenue
Southampton
Hampshire
SO17 1XS

GFS LOGISTICS LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2016

	Notes	Period ended 31 March 2016 £
Turnover	3	124,690
Administrative expenses		(169,732)
Loss before taxation		(45,042)
Taxation	5	-
Loss for the financial period		(45,042)

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

GFS LOGISTICS LIMITED

BALANCE SHEET

AS AT 31 MARCH 2016

	Notes	2016 £	£
Fixed assets			
Tangible assets	6		18,836
Investments	7		19,427
			38,263
Current assets			
Debtors	9	246,212	
Creditors: amounts falling due within one year	10	(329,417)	
Net current liabilities			(83,205)
Total assets less current liabilities			(44,942)
Capital and reserves			
Called up share capital	11		100
Profit and loss reserves			(45,042)
Total equity			(44,942)

The financial statements were approved by the board of directors and authorised for issue on 23/12/16 and are signed on its behalf by:

Mr N Cotty
Director

Company Registration No. 09432521

GFS LOGISTICS LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2016

	Notes	Share capital £	Profit and loss reserves £	Total £
Period ended 31 March 2016:				
Loss and total comprehensive income for the period		-	(45,042)	(45,042)
Issue of share capital	**11**	100	-	100
Balance at 31 March 2016		100	(45,042)	(44,942)

1 Accounting policies

Company information
GFS Logistics Limited is a company limited by shares incorporated in England and Wales. The registered office is Belmont House, Station Way, Crawley, West Sussex, RH10 1JA.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Global Freight Solutions (Holdings) Limited. These consolidated financial statements are available from its registered office or from Companies House.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1 **Accounting policies** **(Continued)**

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	25% reducing balance

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1 Accounting policies (Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2016 £
Turnover	
Rendering of services	124,690

Turnover analysed by geographical market

	2016 £
UK	124,690

4 Operating loss

Operating loss for the period is stated after charging/(crediting):	2016 £
Fees payable to the company's auditor for the audit of the company's financial statements	950
Depreciation of owned tangible fixed assets	6,279
Operating lease charges	72,144

5 Taxation

The actual charge for the period can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

	2016 £
Loss before taxation	(45,042)
Expected tax charge based on the standard rate of corporation tax in the UK of 20.00%	(9,008)
Group relief	9,008
Tax expense for the period	-

6 Tangible fixed assets

	Leasehold land and buildings £
Cost	
At 10 February 2015	-
Additions	25,115
At 31 March 2016	25,115
Depreciation and impairment	
At 10 February 2015	-
Depreciation charged in the period	6,279
At 31 March 2016	6,279
Carrying amount	
At 31 March 2016	18,836

7 Fixed asset investments

	Notes	2016 £
Investments in subsidiaries	8	19,427

Movements in fixed asset investments

	Shares in *group* undertakings £
Cost or valuation	
At 10 February 2015	-
Additions	19,427
At 31 March 2016	19,427
Carrying amount	
At 31 March 2016	19,427

8 Subsidiaries

Details of the company's subsidiaries at 31 March 2016 are as follows:

Name of undertaking and country of incorporation or residency		Nature of business	Class of shareholding	% Held Direct	Indirect
Intermail Limited	UK	Fulfilment	Ordinary	100.00	

8 Subsidiaries **(Continued)**

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Intermail Limited	(182,594)	(108,998)

9 Debtors

	2016
Amounts falling due within one year:	£
Amounts due from subsidiary undertakings	116,123
Amounts due from fellow group undertakings	8,567
Other debtors	42,860
Prepayments and accrued income	78,662
	246,212

10 Creditors: amounts falling due within one year

	2016
	£
Trade creditors	7,464
Amounts due to group undertakings	318,274
Accruals and deferred income	3,679
	329,417

11 Share capital

	2016
	£
Ordinary share capital	
Issued and fully paid	
100 Ordinary shares of £1 each	100

During the period, 100 ordinary £1 shares were issued at par to provide initial working capital.

12 Operating lease commitments

Lessee

12 Operating lease commitments (Continued)

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2016 £
Within one year	321,052
Between two and five years	1,043,419
	1,364,471

13 Related party transactions

No guarantees have been given or received.

The company has taken advantage of the exemption available in FRS 102 whereby it has not disclosed transactions with its ultimate parent company or any wholly owned subsidiary undertakings of the group.

During the period the company provided management services to The Fulfilling Station Limited, a company under common control with total charges of £8,567, which remained outstanding at the year end.

14 Controlling party

The immediate and ultimate parent company is Global Freight Solutions (Holdings) Limited, a company incorporated in England and Wales. The consolidated financial statements of Global Freight Solutions (Holdings) Limited, which include the results of GFS Logistics Limited from 10 February 2015, are available from Companies House. This is the smallest and largest group into which this company is consolidated.

The ultimate controlling party is N Cotty, the majority shareholder in Global Freight Solutions (Holdings) Limited.