Registered number: SC185563

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TRAWLPAC SEAFOODS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2012

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COMPANIES HOUSE

TRAWLPAC SEAFOODS LIMITED

COMPANY INFORMATION

DIRECTORS	S C Chapman A R Crockford L Cross
COMPANY SECRETARY	S C Chapman
REGISTERED NUMBER	SC185563
REGISTERED OFFICE	Craigshaw Place West Tullos Aberdeen AB12 3AH

TRAWLPAC SEAFOODS LIMITED

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DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2012

The directors present their report and the financial statements for the year ended 30 June 2012.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company is involved in the processing and sale of white fish products, including natural fish fillets, smoked fish, breaded fish products and a range of innovative value added fish products to the foodservice and retail markets.

The company has seen a fall in profitability due to difficult market conditions. Despite this, the directors continue to develop new product lines and business opportunities.

RESULTS

The loss for the year, after taxation, amounted to £96,067 (2011 - loss £35,812).

DIRECTORS

The directors who served during the year were:

S C Chapman
A R Crockford
L Cross

PRINCIPAL RISKS AND UNCERTAINTIES

The directors consider the principal uncertainties facing the business relate to the availability of raw material and increasing costs of the raw material. This is mitigated by the use of a variety of suppliers who source high quality sustainable raw material from the UK and various overseas locations and by continuing to grow the range of value added products where there is a higher margin.

The directors, having made due and careful enquiry, 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 there is a reasonable expectation 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.

EVENTS SINCE THE END OF THE YEAR

The company has issued 200,000 new Ordinary shares at a price of £2.50 per share post year end.

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.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2012

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.

.....

L Cross
Director

Date: 10/10/2013

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 JUNE 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 accounting 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 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 TRAWLPAC SEAFOODS LIMITED

We have audited the financial statements of Trawlpac Seafoods Limited for the year ended 30 June 2012, set out on pages 6 to 18. 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 30 June 2012 and of its loss 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF TRAWLPAC SEAFOODS LIMITED

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

Ishbel Sutherland (Senior statutory auditor)

for and on behalf of
Anderson Anderson & Brown LLP

Statutory Auditor

9 Queens Road
Aberdeen
AB15 4YL
Date: 10/10/13

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 £	2011 £
TURNOVER		6,403,517	6,093,791
Cost of sales		(5,932,376)	(5,582,422)
GROSS PROFIT	2	471,141	511,369
Administrative expenses		(567,016)	(557,979)
OPERATING LOSS	2	(95,875)	(46,610)
Interest payable and similar charges	5	(192)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(96,067)	(46,610)
Tax on loss on ordinary activities	6	-	10,798
LOSS FOR THE FINANCIAL YEAR		(96,067)	(35,812)

All amounts relate to continuing operations.

The notes on pages 10 to 18 form part of these financial statements.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 £	2011 £
LOSS FOR THE FINANCIAL YEAR		(96,067)	(35,812)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		(96,067)	(35,812)

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 30 JUNE 2012

	2012 £	2011 £
REPORTED LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(96,067)	(46,610)
Difference between a historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	3,202	3,530
HISTORICAL COST LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(92,865)	(43,080)
HISTORICAL LOSS FOR THE YEAR AFTER TAXATION	(92,865)	(32,282)

The notes on pages 10 to 18 form part of these financial statements.

TRAWLPAC SEAFOODS LIMITED
REGISTERED NUMBER: SC185563

BALANCE SHEET
AS AT 30 JUNE 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Tangible assets	7		1,985,415		2,090,390
CURRENT ASSETS					
Stocks	8	1,051,075		1,335,873	
Debtors	9	653,409		632,193	
Cash in hand		196		127	
		1,704,680		1,968,193	
CREDITORS: amounts falling due within one year	10	(665,160)		(577,396)	
NET CURRENT ASSETS			1,039,520		1,390,797
TOTAL ASSETS LESS CURRENT LIABILITIES			3,024,935		3,481,187
CREDITORS: amounts falling due after more than one year	11		(2,464,768)		(2,815,805)
ACCRUALS AND DEFERRED INCOME			(166,074)		(175,222)
NET ASSETS			394,093		490,160
CAPITAL AND RESERVES					
Called up share capital	13		288,500		288,500
Share premium account	14		281,420		281,420
Revaluation reserve	14		169,718		172,920
Profit and loss account	14		(345,545)		(252,680)
SHAREHOLDERS' FUNDS	15		394,093		490,160

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

.....

L Cross
Director

Date: 10/10/2013

The notes on pages 10 to 18 form part of these financial statements.

CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 £	2011 £
Net cash flow from operating activities	18	327,599	32,294
Returns on investments and servicing of finance	19	(192)	-
Taxation		10,818	9,131
Capital expenditure and financial investment	19	(52,151)	(30,423)
CASH INFLOW BEFORE FINANCING		286,074	11,002
Financing	19	(351,037)	(173,453)
DECREASE IN CASH IN THE YEAR		(64,963)	(162,451)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT
FOR THE YEAR ENDED 30 JUNE 2012

	2012 £	2011 £
Decrease in cash in the year	(64,963)	(162,451)
Cash outflow from decrease in debt and lease financing	351,037	173,453
MOVEMENT IN NET DEBT IN THE YEAR	286,074	11,002
Net debt at 1 July 2011	(2,883,337)	(2,894,339)
NET DEBT AT 30 JUNE 2012	(2,597,263)	(2,883,337)

The notes on pages 10 to 18 form part of these financial statements.

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of Leasehold buildings and in accordance with applicable accounting standards.

1.2 Tangible fixed assets and depreciation

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

Leasehold Property	-	Over the lease term
Plant & machinery	-	10-20 years straight line
Motor vehicles	-	40% reducing balance
Office equipment	-	5-10 years straight line

1.3 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.

1.4 Taxation

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.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

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.

1.5 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.

1.6 Operating leases

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



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

1. ACCOUNTING POLICIES (continued)

1.7 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.

2. OPERATING LOSS

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

	2012 £	2011 £
Depreciation of tangible fixed assets:		
- owned by the company	157,128	156,893
Auditors' remuneration	10,000	9,500
Operating lease rentals:		
- other operating leases	22,752	10,335
Grant amortisation	(9,148)	(9,148)

3. STAFF COSTS

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

	2012 £	2011 £
Wages and salaries	1,075,764	1,155,270
Social security costs	92,761	106,412
Other pension costs	19,240	10,043
	1,187,765	1,271,725

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

	2012 No.	2011 No.
Administration	6	5
Production, distribution and sales	68	76
	74	81

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

4. DIRECTORS' REMUNERATION

	2012 £	2011 £
Emoluments (including pension contributions)	54,220	55,666

5. INTEREST PAYABLE

	2012 £	2011 £
On bank loans and overdrafts	192	-

6. TAXATION

	2012 £	2011 £
Adjustments in respect of prior periods	-	(10,798)
Tax on loss on ordinary activities	-	(10,798)

Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 21% (2011 - 21%).

Factors that may affect future tax charges

No deferred tax has been provided on the revaluation gain on the leasehold buildings as there is no intention to sell the buildings in the foreseeable future.

7. TANGIBLE FIXED ASSETS

	Leasehold property £	Plant & machinery £	Motor vehicles £	Office equipment £
Cost or valuation				
At 1 July 2011	1,793,284	1,575,775	20,817	67,179
Additions	18,365	33,788	-	-
At 30 June 2012	1,811,649	1,609,563	20,817	67,179
Depreciation				
At 1 July 2011	200,592	1,094,593	18,651	52,829
Charge for the year	30,964	121,135	867	4,162
At 30 June 2012	231,556	1,215,728	19,518	56,991
Net book value				
At 30 June 2012	1,580,093	393,835	1,299	10,188
At 30 June 2011	1,592,692	481,182	2,166	14,350

	Total £
Cost or valuation	
At 1 July 2011	3,457,055
Additions	52,153
At 30 June 2012	3,509,208
Depreciation	
At 1 July 2011	1,366,665
Charge for the year	157,128
At 30 June 2012	1,523,793
Net book value	
At 30 June 2012	1,985,415
At 30 June 2011	2,090,390

The leasehold interest in the buildings is based on the directors' valuation of market value.

7. TANGIBLE FIXED ASSETS (continued)

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2012 £	2011 £
Cost	1,635,075	1,616,710
Accumulated depreciation	(235,940)	(205,661)
Net book value	1,399,135	1,411,049

8. STOCKS

	2012 £	2011 £
Raw materials	1,051,075	1,335,873

9. DEBTORS

	2012 £	2011 £
Trade debtors	533,161	536,412
Other debtors	56,303	72,019
Prepayments and accrued income	63,945	23,762
	653,409	632,193

10. CREDITORS:
Amounts falling due within one year

	2012 £	2011 £
Bank overdraft	132,691	67,659
Trade creditors	469,240	452,163
Social security and other taxes	19,768	21,373
Accruals and deferred income	43,461	36,201
	665,160	577,396

The bank borrowings are secured by a bond and floating charge over all the assets of the company and a standard security over the property.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

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

	2012 £	2011 £
Other loans	2,464,768	2,815,805

Included within the above are amounts falling due as follows:

	2012 £	2011 £
Between one and two years		
Other loans	2,464,768	2,815,805

12. GOVERNMENT GRANTS

	2012 £	2011 £
At 1 July 2011	175,222	184,370
Released to profit & loss	(9,148)	(9,148)
At 30 June 2012	166,074	175,222

13. SHARE CAPITAL

	2012 £	2011 £
Allotted, called up and fully paid		
288,500 Ordinary shares of £1 each	288,500	288,500

14. RESERVES

	Share premium account £	Revaluation reserve £	Profit and loss account £
At 1 July 2011	281,420	172,920	(252,680)
Loss for the year	-	-	(96,067)
Transfer between Revaluation reserve and P/L account	-	(3,202)	3,202
At 30 June 2012	281,420	169,718	(345,545)

15. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Opening shareholders' funds	490,160	525,972
Loss for the year	(96,067)	(35,812)
Closing shareholders' funds	394,093	490,160

16. OPERATING LEASE COMMITMENTS

At 30 June 2012 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2012 £	2011 £	2012 £	2011 £
Expiry date:				
Within 1 year	-	-	1,531	-
Between 2 and 5 years	-	-	-	1,531
After more than 5 years	17,900	10,335	-	-

17. POST BALANCE SHEET EVENTS

The company has issued 200,000 new Ordinary shares at a price of £2.50 per share post year end.

18. NET CASH FLOW FROM OPERATING ACTIVITIES

	2012 £	2011 £
Operating loss	(95,875)	(46,610)
Amortisation of intangible fixed assets	(9,148)	(9,148)
Depreciation of tangible fixed assets	157,128	156,893
Decrease in stocks	284,800	16,217
Increase in debtors	(32,034)	(48,916)
Increase/(decrease) in creditors	22,728	(36,142)
Net cash inflow from operating activities	327,599	32,294



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2012

19. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2012 £	2011 £
Returns on investments and servicing of finance		
Interest paid	(192)	-

	2012 £	2011 £
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(52,153)	(30,423)
Government grants received	2	-
Net cash outflow from capital expenditure	(52,151)	(30,423)

	2012 £	2011 £
Financing		
Repayment of other loans	(351,037)	(173,453)

20. ANALYSIS OF CHANGES IN NET DEBT

	1 July 2011 £	Cash flow £	Other non-cash changes £	30 June 2012 £
Cash at bank and in hand	127	69	-	196
Bank overdraft	(67,659)	(65,032)	-	(132,691)
	(67,532)	(64,963)	-	(132,495)
Debt:				
Debts falling due after more than one year	(2,815,805)	351,037	-	(2,464,768)
Net debt	(2,883,337)	286,074	-	(2,597,263)

21. RELATED PARTY TRANSACTIONS

Control

Throughout the year the company was controlled by the directors.

Transactions

During the year the company entered into the following transactions with related parties:

Related Party	Details	Transaction	Balance at 30 June 2012
		£	£
L Cross, director	Loan to Trawlpac Seafoods Ltd	351,037	(2,369,287)
M L Crockford, mother of director	Loan to Trawlpac Seafoods Ltd	-	(85,117)
A R Crockford, director	Loan to Trawlpac Seafoods Ltd	-	(10,364)
Anglo Nordic Seafoods Limited, a company of which L Cross is a director and shareholder and SC Chapman is a director	Sales and recharges	145,148	66,194

The loans made to the company by Mrs L Cross, Mrs M L Crockford and A R Crockfrod are unsecured and interest free. No fixed repayment dates are agreed and accordingly the balances are included within the amounts repaybale in more than one year.