

Company registration number: 04528177

ADF FOODS UK LIMITED

Financial statements

31 March 2018

ADF FOODS UK LIMITED

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ADF FOODS UK LIMITED

Directors and other information

Directors	Mr Bimal Thakkar Mr Ramesh Raichura Mr Ashok Thakkar Mr Bhavesh Thakkar
Secretary	Ramesh Raichura
Company number	04528177
Registered office	Amba House, 4th Floor Kings Suite, 15 College Road Harrow Middlesex HA1 1BA
Business address	162 Park Close Ashley Park Walton on Thames KT12 1EW
Auditor	Nagle James Associates Limited 4th Floor, Kings Suite, 15 College Road, Harrow, Middlesex HA1 1BA

ADF FOODS UK LIMITED

**Strategic report
Year ended 31 March 2018**

Business Review

The directors continued to support its investment in ADF Foods Holding (USA) Limited with a disposal of £332,728 in preference stock of the subsidiary bringing the total of its investment to £6.20 million.

Key Performance Indicators

The key financial indicators for the performance of the company are sales, profitability and a strong balance sheet. The key non-financial performance indicator are customer service and satisfaction.

Financial risk management objectives and policies

The directors have taken all possible measures to ensure that its trading activities are properly controlled and only trade with customers after all the checks and processes have been completed.

Payment of creditors

The company does not follow any specified code or standard on payment practice. However it is the company's policy to negotiate the terms with its suppliers and to ensure that they are aware of the terms of payment when business is agreed. It is the company's policy to abide by these terms.

This report was approved by the board of directors on 11 May 2018 and signed on behalf of the board by:



Mr Bimal Thakkar
Director

ADF FOODS UK LIMITED

Directors report Year ended 31 March 2018

The directors present their report and the financial statements of the company for the year ended 31 March 2018.

Directors

The directors who served the company during the year were as follows:

Mr Bimal Thakkar
Mr Ramesh Raichura
Mr Ashok Thakkar
Mr Bhavesh Thakkar

Dividends

Particulars of recommended dividends are detailed in note 12 to the financial statements.

Directors responsibilities statement

The directors are responsible for preparing the strategic report, 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 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; and
- 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.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

ADF FOODS UK LIMITED

**Directors report (continued)
Year ended 31 March 2018**

This report was approved by the board of directors on 11 May 2018 and signed on behalf of the board by:

A handwritten signature in black ink, appearing to read 'Bimal', with a long horizontal stroke extending to the right.

**Mr Bimal Thakkar
Director**

ADF FOODS UK LIMITED

Independent auditor's report to the members of ADF FOODS UK LIMITED Year ended 31 March 2018

We have audited the financial statements of ADF FOODS UK LIMITED for the year ended 31 March 2018 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standard (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 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 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 strategic report and the directors' 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.

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 2018 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

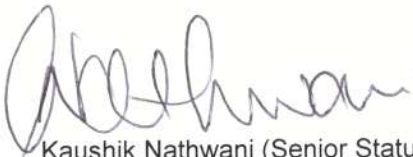
ADF FOODS UK LIMITED

Independent auditor's report to the members of
ADF FOODS UK LIMITED (continued)
Year ended 31 March 2018

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 the 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.



Kaushik Nathwani (Senior Statutory Auditor)
For and on behalf of
Nagle James Associates Limited
Statutory Auditors and Chartered Accountants
4th Floor, Kings Suite,
15 College Road,
Harrow, Middlesex
HA1 1BA

28 May 2018

ADF FOODS UK LIMITED

Statement of comprehensive income
Year ended 31 March 2018

	Note	2018 £	2017 £
Turnover	4	-	1,400
Administrative expenses		(8,526)	(8,107)
Operating loss	5	(8,526)	(6,707)
Income from shares in group undertakings	9	50	65
Interest payable and similar expenses	10	(1)	(38)
Loss before taxation		(8,477)	(6,680)
Tax on loss	11	-	(4,222)
Loss for the financial year and total comprehensive income		<u>(8,477)</u>	<u>(10,902)</u>

All the activities of the company are from continuing operations.


The notes on pages 10 to 17 form part of these financial statements.

ADF FOODS UK LIMITED

Statement of financial position
31 March 2018

	Note	2018		2017	
		£	£	£	£
Fixed assets					
Investments	13	6,203,718		6,540,446	
			6,203,718		6,540,446
Current assets					
Debtors	14	21,460		10,560	
Cash at bank and in hand		8,222		10,079	
			29,682		20,639
Creditors: amounts falling due within one year	15	(14,829)		(12,242)	
Net current assets			14,853		8,397
Total assets less current liabilities			6,218,571		6,548,843
Net assets			6,218,571		6,548,843
Capital and reserves					
Called up share capital	17	6,217,097		6,538,851	
Profit and loss account	18	1,474		9,992	
Shareholders funds			6,218,571		6,548,843

These financial statements were approved by the board of directors and authorised for issue on 11 May 2018, and are signed on behalf of the board by:



Mr Bimal Thakkar
Director

Company registration number: 04528177

The notes on pages 10 to 17 form part of these financial statements.

ADF FOODS UK LIMITED

Statement of changes in equity
Year ended 31 March 2018

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 April 2016	6,205,901	20,935	6,226,836
Loss for the year		(10,902)	(10,902)
Total comprehensive income for the year	-	(10,902)	(10,902)
Issue of shares	332,950		332,950
Dividends paid and payable		(41)	(41)
Total investments by and distributions to owners	332,950	(41)	332,909
At 31 March 2017 and 1 April 2017	6,538,851	9,993	6,548,844
Loss for the year		(8,477)	(8,477)
Total comprehensive income for the year	-	(8,477)	(8,477)
Dividends paid and payable		(42)	(42)
Redemption of shares	(321,754)	-	(321,754)
Total investments by and distributions to owners	(321,754)	(42)	(321,796)
At 31 March 2018	<u>6,217,097</u>	<u>1,474</u>	<u>6,218,571</u>

ADF FOODS UK LIMITED

Notes to the financial statements Year ended 31 March 2018

1. General information

The company is a private company limited by shares, registered in England & Wales. The address of the registered office is Amba House, 4th Floor, Kings Suite, 15 College Road, Harrow, Middlesex, HA1 1BA.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Disclosure exemptions

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, ADF Foods UK Limited, includes the company's cash flows in its own consolidated financial statements.

Group accounts

The company's financial statements present information about it as an individual undertaking and not about its group because the company was, during the period, 100% owned by ADF Foods Limited.

The company has taken advantage of the exemption from preparing consolidated financial statements contained in Section 401 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is not established under the law of an EEA State.

The company's financial statement will be consolidated in ADF Foods Limited.

Turnover

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

ADF FOODS UK LIMITED

Notes to the financial statements (continued) Year ended 31 March 2018

Taxation

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in capital and reserves. In this case, tax is recognised in other comprehensive income or directly in capital and reserves, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to profit or loss.

Fixed asset investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses. Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

Impairment

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

When it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

ADF FOODS UK LIMITED

Notes to the financial statements (continued) Year ended 31 March 2018

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

4. Turnover

Turnover arises from:

	2018	2017
	£	£
Sundry income	-	1,400
	<u> </u>	<u> </u>

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. Operating loss

Operating loss is stated after charging/(crediting):

	2018	2017
	£	£
Foreign exchange differences	(4,128)	923
	<u> </u>	<u> </u>

ADF FOODS UK LIMITED

Notes to the financial statements (continued)
Year ended 31 March 2018

6. Auditors remuneration

	2018	2017
	£	£
Fees payable to Nagle James Associates Limited		
Fees payable for the audit of the financial statements	3,000	2,500
Fees payable to the company's auditor and its associates for other services:		
Other assurance services	-	523
Corporate finance services	-	100
Audit fees - Overprovision in previous years	2,566	(1,100)
	<u>2,566</u>	<u>(477)</u>

7. Staff costs

The average number of persons employed by the company during the year, including the directors was - (31 March 2017: -).

8. Directors remuneration

The directors aggregate remuneration in respect of qualifying services was:

	2018	2017
	£	£
Remuneration	<u>500</u>	<u>1,000</u>

9. Income from shares in group undertakings

	2018	2017
	£	£
Dividends from shares in group undertakings	<u>50</u>	<u>65</u>

10. Interest payable and similar expenses

	2018	2017
	£	£
Other interest payable and similar expenses	<u>1</u>	<u>38</u>

ADF FOODS UK LIMITED

Notes to the financial statements (continued)
Year ended 31 March 2018

11. Tax on loss

Major components of tax expense

	2018	2017
	£	£
Current tax:		
Adjustments in respect of previous periods	-	4,222
Tax on loss	<u>-</u>	<u>4,222</u>

Reconciliation of tax expense

The tax assessed on the loss for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%).

	2018	2017
	£	£
Loss before taxation	<u>(8,477)</u>	<u>(6,680)</u>
Loss multiplied by rate of tax	(1,611)	(1,336)
Adjustments in respect of prior periods	-	4,222
Utilisation of tax losses	-	192
Losses carried forward	<u>1,611</u>	<u>1,144</u>
Tax on loss	<u>-</u>	<u>4,222</u>

Factors affecting future tax expense

The company has trading losses to carry forward, however, no deferred tax asset has been recognised as the company cannot assess with sufficient certainty the future recoverability.

12. Dividends

Equity dividends

	2018	2017
	£	£
Dividends proposed before the year end and recognised as a liability	<u>42</u>	<u>41</u>

ADF FOODS UK LIMITED

Notes to the financial statements (continued)
Year ended 31 March 2018

13. Investments

	Subsidiary undertakings shares	Total
	£	£
Cost		
At 1 April 2017	6,540,446	6,540,446
Disposals	(336,728)	(336,728)
At 31 March 2018	<u>6,203,718</u>	<u>6,203,718</u>
Impairment		
At 1 April 2017 and 31 March 2018	-	-
Carrying amount		
At 31 March 2018	<u>6,203,718</u>	<u>6,203,718</u>
At 31 March 2017	<u>6,540,446</u>	<u>6,540,446</u>

Investments in group undertakings

The company holds 20% or more of the share capital of the following companies:

	Registered office	Class of share	Percentage of shares held
Subsidiary undertakings			
ADF (Holdings) USA Limited	St.of Delaware,USA	Common stock	100
ADF Foods (USA) Limited	St.of Delaware,USA	Common stock	100

The results and capital and reserves for the period of the trading companies are as follows:

	Capital and reserves		Profit/(loss) for the	
	2018	2017	2018	2017
	\$	\$	\$	\$
Subsidiary undertakings				
ADF (Holdings) USA Limited	9,709,947	10,650,604	(440,727)	(825,834)
ADF Foods (USA) Limited	(5,389,919)	(4,843,114)	(546,805)	(235,569)

ADF FOODS UK LIMITED

Notes to the financial statements (continued)
Year ended 31 March 2018

14. Debtors

	2018	2017
	£	£
Amounts owed by group undertakings	19,311	10,301
Other debtors	2,149	259
	<u>21,460</u>	<u>10,560</u>

15. Creditors: amounts falling due within one year

	2018	2017
	£	£
Accruals and deferred income	14,787	7,610
Corporation tax	-	4,591
Dividends payable	42	41
	<u>14,829</u>	<u>12,242</u>

16. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2018	2017
	£	£
Financial assets that are debt instruments measured at amortised cost		
Amount owed by Group undertakings	<u>19,311</u>	<u>10,301</u>

17. Called up share capital
Issued and called up

	2018		2017	
	No	£	No	£
Ordinary shares shares of £ 1.00 each	2,085,281	2,085,281	2,085,281	2,085,281
Preference shares shares of £ 1.00 each	4,131,816	4,131,816	4,453,570	4,453,570
	<u>6,217,097</u>	<u>6,217,097</u>	<u>6,538,851</u>	<u>6,538,851</u>

18. Reserves

Called-up share capital – represents the nominal value of shares that have been issued.

Profit and loss account – includes all current and prior period retained profits and losses.

ADF FOODS UK LIMITED

Notes to the financial statements (continued)
Year ended 31 March 2018

19. Related party transactions

The company is exempt under FRS102 paragraph 33.1A from disclosing other related party transactions as they are with other companies that are wholly owned within the Group.

20. Controlling party

The company's ultimate parent and immediate undertaking at the balance sheet date was ADF Foods Limited, a company incorporated in India. Consolidated group financial statements of ADF Foods Limited are available from the company's corporate address at Sadhna House, Unit No.2/B Floor, Sadhana Textile Mill Compound, 570, Pandurang Budhkar Marg, Worli, Mumbai - 400018.

ADF FOODS UK LIMITED

The following pages do not form part of the statutory accounts.

ADF FOODS UK LIMITED

Year ended 31 March 2018

	2018	2017
	£	£
Turnover		
Other income	-	1,400
	<u>-</u>	<u>1,400</u>
Gross profit	-	1,400
Gross profit percentage	-%	100.0%
Overheads		
Administrative expenses		
Directors fees	(500)	(1,000)
Printing, postage and stationery	(265)	(260)
Telephone	(999)	(867)
Hotel and travel	(3,042)	(2,788)
Consultancy fees	(1,918)	-
Auditors remuneration	(5,566)	(2,023)
Bank charges	(364)	(233)
Profit on exchange	4,128	-
Loss on exchange	-	(923)
General expenses	-	(13)
	<u>(8,526)</u>	<u>(8,107)</u>
Operating loss	(8,526)	(6,707)
Operating loss percentage	-%	479.1%
Income from shares in group undertakings	50	65
Interest payable and similar expenses	(1)	(38)
Loss before taxation	<u>(8,477)</u>	<u>(6,680)</u>