

Registration number: 03468853

Wootton Organic Wholesale Ltd

Directors' Report and Financial Statements
for the Year Ended 31 December 2014

Howsons Chartered Accountants
Chartered Accountants and Registered Auditors
Winton House
Stoke Road
Stoke on Trent
Staffordshire
ST4 2RW



Wootton Organic Wholesale Ltd
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The following pages do not form part of the statutory financial statements:

Detailed Profit and Loss Account	15 to 17
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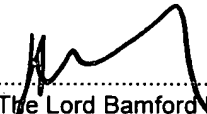
Wootton Organic Wholesale Ltd
Company Information

Chairman	The Lord Bamford DL
Director	Lady Bamford OBE
Company secretary	S E R Owens
Registered office	Lakeside Works Denstone Road Rocester Uttoxeter Staffordshire ST14 5JP
Auditors	Howsons Chartered Accountants Chartered Accountants and Registered Auditors Winton House Stoke Road Stoke on Trent Staffordshire ST4 2RW

Wootton Organic Wholesale Ltd
Strategic Report for the Year Ended 31 December 2014

The company has taken advantage of the small company exemption to prepare a Strategic Report, allowed under chapter 4A, section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 that states that a company can get the small company exemption if it would be so entitled but for being a member of an ineligible group.

Approved by the Board on 13 JAN 16 and signed on its behalf by:


.....
The Lord Bamford DL
Chairman

Wootton Organic Wholesale Ltd
Directors' Report for the Year Ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Directors of the company

The directors who held office during the year were as follows:

The Lord Bamford DL - Chairman

Lady Bamford OBE

Financial instruments

Price risk, credit risk, liquidity risk and cash flow risk

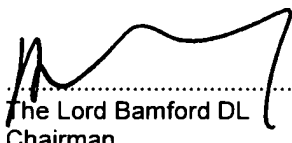
The principal financial assets of Wootton Organic Wholesale Limited are trade and other receivables, predominantly with JCB companies and related companies outside the JCB Service group. Because Wootton Organic Wholesale Limited is integrated in business and financial terms with these JCB companies, its credit risk is managed by those companies.

Wootton Organic Wholesale is party to a banking arrangement common to all UK based JCB companies. Adequate facilities are available to support the company's business for at least 12 months beyond the date of this report.

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditor is unaware of.

Approved by the Board on 13 JAN 16 and signed on its behalf by:



.....
The Lord Bamford DL
Chairman

Wootton Organic Wholesale Ltd

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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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.

Independent Auditor's Report to the Members of Wootton Organic Wholesale Ltd

We have audited the financial statements of Wootton Organic Wholesale Ltd for the year ended 31 December 2014, set out on pages 7 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 4), 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 (APB'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 and Financial Statements 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 the 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 December 2014 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

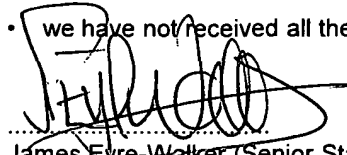
**Independent Auditor's Report to the Members of
Wootton Organic Wholesale Ltd**

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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.



James Eyre-Walker (Senior Statutory Auditor)

For and on behalf of Howsons Chartered Accountants, Statutory Auditor

Winton House
Stoke Road
Stoke on Trent
Staffordshire
ST4 2RW

Date: 13 January 2016

Wootton Organic Wholesale Ltd
Profit and Loss Account for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Turnover		103,419	-
Cost of sales		<u>(170,351)</u>	<u>-</u>
Gross loss		(66,932)	-
Administrative expenses		<u>(238,013)</u>	<u>-</u>
Operating loss	2	(304,945)	-
Interest payable and similar charges	4	<u>(16,376)</u>	<u>(11,656)</u>
Loss on ordinary activities before taxation		<u>(321,321)</u>	<u>(11,656)</u>
Loss for the financial year	10	<u><u>(321,321)</u></u>	<u><u>(11,656)</u></u>

Turnover and operating profit derive wholly from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

Wootton Organic Wholesale Ltd
(Registration number: 03468853)
Balance Sheet at 31 December 2014

	Note	2014 £	2013 £
Fixed assets			
Tangible fixed assets	5	1,279,665	-
Current assets			
Stocks	6	101,768	-
Debtors	7	1,304,020	989,071
Cash at bank and in hand		603	-
		1,406,391	989,071
Creditors: Amounts falling due within one year	8	(8,814,319)	(6,796,013)
Net current liabilities		(7,407,928)	(5,806,942)
Net liabilities		(6,128,263)	(5,806,942)
Capital and reserves			
Called up share capital	9	2	2
Profit and loss account	10	(6,128,265)	(5,806,944)
Shareholders' deficit	11	(6,128,263)	(5,806,942)

Approved and authorised for issue by the Board on 13 JAN 16 and signed on its behalf by:



 The Lord Bamford DL
 Chairman

Wootton Organic Wholesale Ltd
Notes to the Financial Statements for the Year Ended 31 December 2014

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention.

Exemption from preparing a cash flow statement

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group.

Going concern

The financial statements have been prepared on a going concern basis.

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers.

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Depreciation method and rate
Farm Land and buildings	5% straight line
Fixtures and fittings	10% straight line
Plant and machinery	20% straight line

Stock

Stock is valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

Pensions

The company operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

Wootton Organic Wholesale Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

..... continued

2 Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	2014 £	2013 £
Auditor's remuneration - The audit of the company's annual accounts	5,600	-
Depreciation of owned assets	30,644	-
	<u>36,244</u>	<u>-</u>

3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2014 No.	2013 No.
Administration and support	3	-
Production	3	-
	<u>6</u>	<u>-</u>

The aggregate payroll costs were as follows:

	2014 £	2013 £
Wages and salaries	103,590	-
Social security costs	9,171	-
Staff pensions	2,449	-
	<u>115,210</u>	<u>-</u>

4 Interest payable and similar charges

	2014 £	2013 £
Interest on bank borrowings	16,376	11,656
	<u>16,376</u>	<u>11,656</u>

Wootton Organic Wholesale Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

..... continued

5 Tangible fixed assets

	Abattoir buildings £	Abattoir plant and machinery £	Abattoir fixtures and fittings £	Total £
Cost or valuation				
Additions	101,011	728,324	480,974	1,310,309
Depreciation				
Charge for the year	<u>435</u>	<u>24,555</u>	<u>5,654</u>	<u>30,644</u>
Net book value				
At 31 December 2014	<u>100,576</u>	<u>703,769</u>	<u>475,320</u>	<u>1,279,665</u>

6 Stocks

	2014 £	2013 £
Stocks	<u>101,768</u>	<u>-</u>

7 Debtors

	2014 £	2013 £
Amounts owed by group undertakings	1,168,244	989,071
Other debtors	134,591	-
Prepayments and accrued income	<u>1,185</u>	<u>-</u>
	<u>1,304,020</u>	<u>989,071</u>

Debtors includes £624,784 (2013 - £624,784) receivable after more than one year.

This can be analysed as follows:

	2014 £	2013 £
Amounts owed by group undertakings	<u>624,784</u>	<u>624,784</u>

Wootton Organic Wholesale Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

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8 Creditors: Amounts falling due within one year

	2014 £	2013 £
Trade creditors	356,055	-
Bank loans and overdrafts	5,529,393	4,480,072
Amounts owed to group undertakings	2,692,483	2,315,941
Other creditors	315	-
Accruals and deferred income	236,073	-
	<u>8,814,319</u>	<u>6,796,013</u>

Along with other companies that are members of the JCB Service Group, the company was party to the JCB Service Group banking facility known as the Composite Account. Under this facility, each company is jointly and severally liable for any liability to the bank collectively. In respect of the debt due to the bank by this group, provision has been made in the consolidated accounts for JCB Service.

9 Share capital

Allotted, called up and fully paid shares

	2014		2013	
	No.	£	No.	£
Ordinary of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

10 Reserves

	Profit and loss account £	Total £
At 1 January 2014	(5,806,944)	(5,806,944)
Loss for the year	<u>(321,321)</u>	<u>(321,321)</u>
At 31 December 2014	<u>(6,128,265)</u>	<u>(6,128,265)</u>

Wootton Organic Wholesale Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

..... *continued*

11 Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Loss attributable to the members of the company	(321,321)	(11,656)
Net reduction to shareholders' funds	(321,321)	(11,656)
Shareholders' deficit at 1 January	(5,806,942)	(5,795,286)
Shareholders' deficit at 31 December	<u>(6,128,263)</u>	<u>(5,806,942)</u>

12 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £2,449 (2013 - £nil).

13 Commitments

Operating lease commitments

As at 31 December 2014 the company had annual commitments under non-cancellable operating leases as follows:

Operating leases which expire:

	2014 £	2013 £
Land and buildings		
Within one year	<u>26,000</u>	<u>-</u>

14 Related party transactions

Other related party transactions

During the year the company made the following related party transactions:

Wootton Organic Wholesale Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

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J C Bamford Excavators Limited

(A subsidiary of the company's ultimate parent company)

During the year interest has been charged by J C Bamford Excavators Limited in the sum of £16,376 (2013 - £11,656). J C Bamford Excavators Limited also incurred costs of £216,199 (2013 - £nil) on behalf of the company, which it recharged at cost. At the balance sheet date the amount due to J C Bamford Excavators Limited was £2,531,873 (2013 - £2,315,941).

BHoldings Limited Group

(BHoldings Limited Group comprises companies in which Lady Bamford OBE and her family are the shareholders)

During the year the company sold goods to the BHoldings Limited Group amounting to £102,582 (2013 - £nil). The company also purchased goods from the BHoldings Limited Group amounting to £31,264 (2013 - £nil). At the balance sheet date the amount due from/(to) BHoldings Limited Group was £71,318 (2013 - £nil).

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

15 Control

The company is controlled by JCB Farms Limited. The company is a wholly owned subsidiary of JCB Farms Limited, itself a subsidiary of J C Bamford Excavators Limited, which in turn is a subsidiary of JCB Service, an unlimited liability company incorporated in England and Wales. The largest company to consolidate the accounts of JCB Service is Transmissions and Engineering Services Netherlands BV, a company incorporated in the Netherlands. Transmissions and Engineering Services Netherlands BV is ultimately controlled by Bamford family interests.

Financial statements for Transmissions and Engineering Services Netherlands BV can be obtained from the Chamber of Commerce in Rotterdam.

16 Going concern

The accounts have been prepared on a going concern basis. In the opinion of the directors, this is appropriate as the shareholders have informed the board that it is their intention to support the company.