Registration number: 03468853

Wootton Organic Wholesale Ltd

Annual Report and Financial Statements

for the Year Ended 31 December 2016

Howsons (Audit & Assurance) Limited Chartered Accountants and Registered Auditors Winton House Stoke Road Stoke on Trent Staffordshire ST4 2RW TUESDAY



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Company Information

Chairman The Lord Bamford DL

Directors The Lord Bamford DL

Lady Bamford OBE

Company secretary SER Ovens

Registered office Lakeside Works

Rocester Uttoxeter Staffordshire ST14 5JP

Auditors Howsons (Audit & Assurance) Limited

Chartered Accountants and Registered Auditors

Winton House Stoke Road Stoke on Trent Staffordshire ST4 2RW

Strategic Report for the Year Ended 31 December 2016

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 11 12 11. and signed on its behalf by:

The Lord Bamford DL

Chairman

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the financial statements for the year ended 31 December 2016.

Directors of the company

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

The Lord Bamford DL - Chairman

Lady Bamford OBE

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.

Disclosure of information to the auditors

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 auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on .11.112 1.7.. and signed on its behalf by:

The Lord Bamford DL

Chairman

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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

We have audited the financial statements of Wootton Organic Wholesale Ltd for the year ended 31 December 2016, set out on pages 7 to 20. 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 to the financial statements.

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.

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 2016 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, based on the work undertaken in the course of the audit:

• 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.

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

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 Byre-Walker (Senior Statutory Auditor)

For and on behalf of Howsons (Audit & Assurance) Limited, Statutory Auditor

Winton House Stoke Road Stoke on Trent Staffordshire ST4 2RW

Date: 11 DECEMBET 2017

Profit and Loss Account for the Year Ended 31 December 2016

	Note	Total 31 December 2016 £	Total 31 December 2015 £
Turnover	3	2,959,954	2,264,116
Cost of sales		(2,829,888)	(2,236,657)
Gross profit		130,066	27,459
Administrative expenses		(1,144,129)	(1,074,453)
Operating loss	5	(1,014,063)	(1,046,994)
Interest payable and similar expenses	6	(14,539)	(20,088)
		(14,539)	(20,088)
Loss before tax		(1,028,602)	(1,067,082)
Loss for the financial year		(1,028,602)	(1,067,082)

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year or prior year other than the results above therefore no separate statement of other comprehensive income has been presented.

(Registration number: 03468853) Balance Sheet as at 31 December 2016

	Note	2016 £	2015 £
Fixed assets			
Tangible assets	9	1,480,490	1,304,426
Current assets			
Stocks	10	252,513	233,026
Debtors	11	1,736,897	1,543,629
Cash at bank and in hand		370	454
		1,989,780	1,777,109
Creditors: Amounts falling due within one year	13	(11,694,217)	(10,276,880)
Net current liabilities		(9,704,437)	(8,499,771)
Net liabilities		(8,223,947)	(7,195,345)
Capital and reserves			
Called up share capital	15	2	2
Profit and loss account	16	(8,223,949)	(7,195,347)
Total equity		(8,223,947)	(7,195,345)

These accounts have been prepared in accordance with the Financial Reporting Standard 102 (FRS 102).

Approved and authorised by the Board on .!! 12 17... and signed on its behalf by:

The Lord Bamford DL

Chairman

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £	Profit and loss account £	Total £
At 1 January 2016 Loss for the year	2	<u>(7,195,347)</u> (1,028,602)	<u>(7,195,345)</u> <u>(1,028,602)</u>
Total comprehensive income		(1,028,602)	(1,028,602)
At 31 December 2016	2	(8,223,949)	(8,223,947)
	Share capital £	Profit and loss account £	Total £
At 1 January 2015 Loss for the year	-	loss account £ (6,128,265)	£ (6,128,263)
At 1 January 2015 Loss for the year Total comprehensive income	£	loss account £	£

Notes to the Financial Statements for the Year Ended 31 December 2016

1 General information

The principal activity of Wootton Organic Wholesale Limited is the production of organic meat produce for the domestic retail market.

The company is a private company limited by share capital incorporated in England and Wales.

The address of its registered office is:

Lakeside Works

Rocester

Uttoxeter

Staffordshire

ST14 5JP

The principal place of business is:

Ramshorn

Farley

Staffordshire

ST10 3BZ

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The company's functional and presentational currency is the pound sterling. Therefore these financial statements are presented in pounds sterling.

Going concern

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

Notes to the Financial Statements for the Year Ended 31 December 2016

Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. The carrying amount is £1,480,490 (2015 -£1,304,426).

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The Company recognises revenue when:

The amount of revenue can be reliably measured;

It is probable that future economic benefits will flow to the entity; and

Specific criteria have been met for each of the Company's activities.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Farm Land and Buildings Fixtures and fittings Plant and machinery

Depreciation method and rate

5% straight line 10% straight line 20% straight line

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Notes to the Financial Statements for the Year Ended 31 December 2016

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Defined benefit pension obligation

Post employment benefits for eligible employees are primarily provided by a defined benefit scheme which is funded by contributions from the company and employs into a trust fund. The company is unable to identify its share of the underlying assets and liabilities of these schemes. As a result, the company accounts for contributions to the schemes as if they were defined contribution scheme by charging them to the profit and loss account as incurred. Full details of the defined benefit scheme can be found in the Financial Statements of JCB Service which are publicly available.

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Defined contribution pension obligation

The defined benefit schemes are closed to new entrants and have been replaced by a stakeholder scheme which is a defined contribution scheme. Post employment costs relating to defined contribution arrangements are charged to the profit and loss account as incurred. The assets of the scheme are held in an independently administered fund.

Notes to the Financial Statements for the Year Ended 31 December 2016

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial instruments

Classification

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets, including trade and other debtors, cash and bank balances, are initially recognised at transaction price, 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

Such assets are subsequently carried at amortised cost using the effective interest method.

Basic financial liabilities, including trade and other creditors, bank and other loans, 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 assets and liabilities are offset and the net amounts presented in the financial statements when there is an 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.

Recognition and measurement

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Impairment

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised in profit or loss.

Financial assets are derecognised when a) the contractual rights to the cash flows from the asset expire or are settled, or b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Notes to the Financial Statements for the Year Ended 31 December 2016

3 Revenue		
The analysis of the company's revenue for the year from continuing is as follows:	operations, by cla	ass and market,
	2016	2015
	£	£
Sale of organic meat products in the UK	2,959,954	2,264,116
4 Other gains and losses		
The analysis of the company's other gains and losses for the year is	as follows:	
	2016	2015
	£	£ (5.740)
Gain/(loss) on disposal of property, plant and equipment		(5,749)
5 Operating loss		
Arrived at after charging/(crediting)		
<u>.</u>	2016	2015
	£	£
Depreciation expense	221,735	208,204
Operating lease expense - other	7,662	-
Loss on disposal of property, plant and equipment		5,749
C. Interest revelle and similar company		
6 Interest payable and similar expenses		
	2016	2015
Interest on hank averdrafts and harrowings	£ 14,539	£ 20,088
Interest on bank overdrafts and borrowings	14,555	20,000
7 Staff costs		
The aggregate payroll costs (including directors' remuneration) were	as follows:	
	2016 £	2015 £
Wages and salaries	629,820	565,824
Social security costs	42,905	35,568
Pension costs, defined contribution scheme	32,119	26,249
	704,844	627,641

Notes to the Financial Statements for the Year Ended 31 December 2016

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

			2016 No.	2015 No.
Production			19	17
Administration and support				5
		_	24	22
8 Auditors' remuneration				
			2016 £	2015 £
Audit of the financial statements		_	9,675	7,500
9 Tangible assets				
	Leasehold buildings £	Plant and machinery £	Fixtures, fittings and equipment £	Total £
Cost or valuation				
At 1 January 2016	195,862	794,514	550,658	1,541,034
Additions	319,808	37,999	39,993	397,800
At 31 December 2016	515,670	832,513	590,651	1,938,834
Depreciation				•
At 1 January 2016	8,809	179,538	48,261	236,608
Charge for the year	12,577	162,054	47,105	221,736
At 31 December 2016	21,386	341,592	95,366	458,344
Carrying amount				
At 31 December 2016	494,284	490,921	495,285	1,480,490
At 31 December 2015	187,053	614,976	502,397	1,304,426
10 Stocks				
			2016 £	2015 £

The cost of stocks recognised as an expense in the year amounted to £2,603,968 (2015 - £1,955,169).

Other inventories

252,513

233,026

Notes to the Financial Statements for the Year Ended 31 December 2016

11 Debtors

	Note	2016 £	2015 £
Trade debtors		81,621	27,689
Amounts owed by group undertakings	19	1,618,467	1,494,958
Other debtors		29,721	13,345
Prepayments		7,088	7,637
		1,736,897	1,543,629
Less non-current portion		(624,784)	(624,784)
Total current trade and other debtors		1,112,113	918,845

Details of non-current trade and other debtors

£624,784 (2015 -£624,784) of amounts owed by group undertakings is classified as non current. The group loan which is unsecured, repayable on demand (subject to 12 months notice) and interest free is due from JCB Farms Limited.

12 Cash and cash equivalents

• •		2016 £	2015 £
Cash on hand		370	454
Bank overdrafts		(6,988,072)	(6,679,820)
Cash and cash equivalents in statement of cash flows		(6,987,702)	(6,679,366)
13 Creditors			
	Note	2016 £	2015 £
Due within one year			
Loans and borrowings	17	6,988,072	6,679,820
Trade creditors		205,208	83,665
Amounts owed to group undertakings	19	4,477,949	3,488,908
Accrued expenses		22,988	24,487
	17	11,694,217	10,276,880

Notes to the Financial Statements for the Year Ended 31 December 2016

14 Pension and other 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 ££32,119 (2015 - £26,249).

Defined benefit pension schemes

The company is a participating employer in a defined benefit scheme: J C Bamford Lifeplan. The scheme had a deficit of £309.9 million (2015 - £138.9 million), calculated in accordance with FRS 102. Details of these schemes are disclosed in the financial statements of JCB Service.

15 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary of £1 each	2	2	2	2

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

Each share is entitled to one vote in any circumstances. Each share is entitled pari passu to dividend payments or any other distributions. Each share is entitled to participate in a distribution arising from winding up of the company. The shares are non-redeemable.

16 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.

Notes to the Financial Statements for the Year Ended 31 December 2016

17 Loans and borrowings

•	2016 £	2015 £
Current loans and borrowings	~	_
Bank overdrafts	6,988,072	6,679,820

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.

18 Obligations under leases and hire purchase contracts

The company has an informal obligation to pay £26,000 (2014 - £26,000) in respect of property rental to a group company. This may extend beyond five years of the balance sheet date.

The amount of non-concellable operating lease payments recognised as an expense during the year was £26,000 (2014 - £26,000).

Notes to the Financial Statements for the Year Ended 31 December 2016

19 Related party transactions

The company has taken advantage of the exemption allowed under FRS 102 paragraph 33.1A, available to wholly-owned subsidiary companies, whose results are included in the consolidated financial statements that are made publicly available, not to disclose details of transactions with entities that are part of the JCB Farms group.

Summary of transactions with parent

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 £14,539 (2015 - 20,088). J C Bamford Excavators Limited also incurred costs of £670,778 (2015 - £585,444) on behalf of the company, which it recharged at cost. At the balance sheet date the amount due from J C Bamford Excavators Limited was £3,785,965 (2015 - £3,115,453)

Summary of transactions with other related parties

BHoldings Limited Group

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

During the year the company sold goods to the BHoldings Group amounting to £2,393,905 (2015 - £2,028,917). The company also purchased goods from the BHoldings Group Limited amounting to £13,807 (2015 - £15,565). At the balance sheet date the amount due from BHoldings Limited Group was £577,973 (2015 - £464,153).

Daylesford Organic Farms Limited (A subsidiary of J C Bamford Excavators Limited)

During the year, a fellow subsidiary, Daylesford Organic Farms Limited, incorporated in Liberia, had its trade transferred to a UK Limited company, Daylesford Organic Farms Limited. The date of the transfer was 30 June 2016, at which point the Liberian company ceased to be a fellow subsidiary of the company and the new UK Limited company became a related party, through its ownership by J C Bamford Excavators. During the 6 month period to the year end, the company purchased goods from Daylesford Organic Farms Limited amounting to £185,539. At 30 June 2016 £175,112 due from Daylesford Organic Farms Limited was transferred from a related entity, Daylesford Organic Farms Limited, which was incorporated in Liberia. At the balance sheet date the amount due from Daylesford Organic Farms Limited was £263,829.

Notes to the Financial Statements for the Year Ended 31 December 2016

20 Parent and ultimate parent undertaking

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.

The company's immediate parent is JCB Farms Limited, incorporated in England and Wales.

21 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.