COMPANIES HOUSE COPY

REPORT OF THE DIRECTORS AND
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2013

FOR

DELAMERE DAIRY LIMITED

COMPANY NUMBER: 03761294

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COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2013

DIRECTORS:

Mrs E A Sutton R C D Sutton E J Salt P D J Brunt

SECRETARY:

Mrs E A Sutton

REGISTERED OFFICE:

Yew Tree Farm Bexton Lane Knutsford Cheshire WA16 9BH

REGISTERED NUMBER:

03761294 (England and Wales)

AUDITORS:

BDO LLP Birmingham United Kingdom

REPORTS FOR THE YEAR ENDED 31ST DECEMBER 2013

The directors present their reports together with the audited financial statements of the company for the year ended 31st December 2013.

STRATEGIC REPORT

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of dairy product traders, specialising in goats' milk, cows' milk and soya products.

2013 was an unusual year which saw the business grow in terms of customers and geographical reach, but due to the speed at which cost prices grew (due in no small part to the ever increasing demand for European products from China), profits did not match the pace of sales growth.

Turnover increased by just under 22% in 2013. However, UK margin suffered from input cost rises from both the UK and European milk suppliers which could not be passed onto customers quickly enough. Continued difficult trading conditions for speciality food products meant that the largest UK customers, the multiple retailers, were unable to accept price increases in line with our cost increases. This was partially offset by growth in sales secured in China and SE Asia, which started slowly in 2012, and grew to c£1.75m in 2013. The net result however was that, in spite of nearly £4m of additional sales in 2013, gross margin at £2.23m remained unchanged from 2012 levels.

The business continued to invest in its products and people and overheads grew to over £2m in 2013 (compared with £1.42m in 2012). This investment is expected to yield results in 2014.

We continue to supply all the major food retailers with our ranges of dairy products. We are the second largest goats' milk supplier in the UK with about 38% of the market and we are the largest UK supplier of sterilised milk. Our unique pet products continue to trade well in a market dominated by big brands. We have extended our range of soya products and continued our active NPD programme strengthening our position as a leading solution provider in the speciality dairy sector.

At the financial year end we employed 22 people. Turnover per person was just under £1m.

In line with the strategy which began in 2008, the company took on a £2m term loan with Santander Bank plc in 2013 which enabled it to make further payment to its founders through settlement of vendor loan notes in its parent, Delamere Dairy Holdings Limited.

In summary, 2013 was an investment year and we look forward to 2014 with confidence in reaping the rewards of those investments.

PRINCIPAL RISK AND UNCERTAINTIES

The company's operations expose it to a variety of financial risks that include the effects of price risk, credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring the factors that affect each of these risks.

Price risk

The company is exposed to changes in the market prices of its products, both from an input and sales perspective. In order to protect against adverse input price movements, the company is frequently reviewing its agreements with suppliers to ensure these are on commercially favourable terms.

Credit risk

Credit risk is managed by running credit checks on new customers and by monitoring payments against contractual arrangements.

Liquidity risk

The company is financed with appropriate long term and short term finance to match the need of the business.

Interest rate risk

The company's bank loan bears interest at a rate which changes with changes in LIBOR, thereby exposing the company to measured risk on adverse movements in that rate.

REPORTS FOR THE YEAR ENDED 31ST DECEMBER 2013

Foreign exchange risk
The company buys a significant proportion of its products in euros. FX exposure is managed both by implementing a minimum 3 month Euro forward contracts policy and a focus on increasing sales in Euros to export markets.

FINANCIAL INSTRUMENTS

The company holds financial instruments to finance its operations and these are monitored as part of the day to day control procedures of the company!

The company maintains foreign currency bank accounts with sales and purchases made in foreign currencies. The company is therefore exposed to movements in the sterling exchange rate. The Board monitors the net exposure and uses appropriate bank facilities; such as forward contracts, to limit the effects on the financial performance of the company to such exposure.

Taking account of natural hedging which takes place in the company when purchases and sales are made in the same foreign currency; cashflow requirements are considered on a regular basis to ensure that appropriate facilities are available to draw upon as necessary.

ON BEHALF OF THE BOARD:

MR E Salt

Director

Date: 294 94 14

REPORTS FOR THE YEAR ENDED 31ST DECEMBER 2013

REPORT OF THE DIRECTORS

RESULTS AND DIVIDENDS

The profit and loss account is set out on page 7 and shows the profit for the year.

No dividends will be declared or distributed for the year ended 31st December 2013.

POST BALANCE SHEET EVENTS

There have been no events since the balance sheet date which materially affect the position of the company.

RESEARCH AND DEVELOPMENT

The company continues to invest in research and development, which results in extensions and improvements to its product offering

DIRECTORS

The directors shown below have held office during the whole of the period from 1st January 2013 to the date of this report.

Mrs E A Sutton R C D Sutton E J Salt P D J Brunt

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors, including the strategic report, and the financial statements in accordance with applicable law and regulations.

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

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

REPORTS FOR THE YEAR ENDED 31ST DECEMBER 2013

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.

AUDITORS

All of the current directors have taken all steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

ON BEHALF OF THE BOARD:

MR E Salt

Director

Date 29/5/14

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF DELAMERE DAIRY LIMITED

We have audited the financial statements of Delamere Dairy Limited for the year ended 31st December 2013 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 a Report of the Auditors 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 Statement of Directors' Responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 31st December 2013 and of its profit 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 matters 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.

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.

Stephen Ward (Senior Statutory Auditor)

For and on behalf of BDO LLP

Birmingham United Kingdom

Date: Lo September 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registration number OC305127).

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2013

	Notes	31.12.13 £	31.12.12 £
TURNOVER	2	21,849,919	17,931,095
Cost of sales		(19,618,577)	<u>(15,649,072</u>)
GROSS PROFIT		2,231,342	2,282,023
Administrative expenses		(2,006,024)	(1,424,725)
OPERATING PROFIT	4	225,318	857,298
Interest receivable and similar income		4,836	18
		230,154	857,316
Interest payable and similar charges	5	(49,898)	(63,480)
PROFIT ON ORDINARY ACTIVITIES E TAXATION	BEFORE	180,256	793,836
Tax on profit on ordinary activities	6	(39,177)	(189,356)
PROFIT FOR THE FINANCIAL YEAR		141,079	604,480

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

The notes on pages 9 to 15 form part of these financial statements

DELAMERE DAIRY LIMITED (REGISTERED NUMBER: 03761294)

BALANCE SHEET 31ST DECEMBER 2013

		31.12.1	[3]	31.12	12
FIXED ASSETS	Notes	Ē	£	£	£
Intangible assets	7- 8		21,279 71,401		21,406
Tangible assets	.8.				84,090
		·	92,680		105,496
CURRENT ASSETS		829		society personal	
Stocks Debtors	9 10	\$836,749 7,767,746		473,943 4,757,203	
Cash at bank and in hand	930	268,669		43,075	
		8,873,164		5,274,221	
CREDITORS Amounts falling due within one year	ai¶				
Amounts aiming oue within one year	81:1	<u>(4,077,917)</u>		(2,232,869)	
NET CURRENT ASSETS			4,795,247		3,041,352
TOTAL ASSETS LESS CURRENT			compression commission to a		was a superference of a source by a
LIABILITIES			4,887,927	•	3,146,848
CREDITORS	40		**************************************		
Amounts falling due after one year	<u> 12</u>		(1,600,000)		·
PROVISIONS FOR LIABILITIES	15		(7,791)		(7,791)
NET ASSETS			* Frage Livensey of pairing while		Contest of the second of the second of
NET ASSETS			3,280,136		3,139,057
CAPITAL AND RESERVES					
Called up share capital	16		400		400
Share premium Profit and loss account	17 17	-	49,950 3,229,786	. /	49,950 3,088,707
A STATE OF THE PROPERTY OF THE		•	West William	Fi.3	4
SHAREHOLDERS FUNDS	22		3,280,136		3,139,057

The financial statements were approved by the Board of Directors on 25 1 1 and were signed on its behalf by

E^sSalt Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied.

Financial Reporting Standard 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Invoices are raised and turnover recognised on the day that goods are delivered.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2005, is being amortised evenly over its estimated useful life of ten years.

Patents and licenses

This intangible asset is being written off on a straight line basis over ten years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Improvements to property

10% on cost

Plant and machinery

15% on reducing balance

Fixtures and fittings and vehicles

25% on reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. The deferred tax charge has not been discounted.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their useful economic lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

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

Finance costs

Finance costs are charged to profit over the term of the debt so that the amount charged is at a constant rate on the carrying amount. Finance costs include issue costs, which are initially recognised as a reduction in the proceeds of the association capital instrument.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

1. ACCOUNTING POLICIES - continued

Related party disclosures

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with its parent company.

Financial instruments

Financial instruments are measured initially and subsequently at cost.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

		31.12.13 £	31.12.12 £
	UK Sales E U Sales Non EU Sales	19,565,536 536,787 1,747,596	17,419,900 271,977 239,218
		21,849,919	17,931,095
3.	STAFF COSTS		
		31.12.13 £	31.12.12 £
•	Wages and salaries Social security costs	801,851 80,974	671,787 65,844
		882,825	737,631
•	The average monthly number of employees during the year was as follows:	31.12.13	31.12.12
		22	18
4.	OPERATING PROFIT		
	The operating profit is stated after charging:		
		31.12.13	31.12.12
	Other operating leases	£ 30,422	£ 21,922
	Depreciation - owned assets	19,883	18,750
	Loss on disposal of fixed assets Goodwill amortisation	503 2,700	2,700
	Patents and licences amortisation	2,529	2,314
	Auditors' remuneration	12,000	9,917
	Directors' remuneration	285,538	212,426
	Information regarding the highest paid director for the year ended 31st December	er 2013 is as follo 31.12.13 £	ows:
	Emoluments etc	<u>82,548</u>	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

5.	INTEREST PAYABLE AND SIMILAR CHARGES		
		31.12.13 £	31.12.12 £
	Bank Interest	43,350	36,215
	Bank loan interest	<u>6,548</u>	<u>27,265</u>
		49,898	63,480
6.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:	31.12.13	31.12.12
		£	£
	Current tax:		
	UK corporation tax	39,177	187,057
	Deferred tax		2,299
	Tax on profit on ordinary activities	39,177	189,356

The difference between tax charged at 20% of the company's pre-tax profits (£36,051) and the tax accrued for the year of £39,177 relates substantially to costs that are charged in the profit loss account but which are not allowed for tax purposes.

Factors that may affect future tax charges

The 2014 budget confirmed that the UK corporation tax rate will reduce to 21% by 1 April 2014 and 20% to apply from 1 April 2015. This will reduce the tax charge in the future accordingly.

For 2013 financial year, the corporation tax rate applicable to the Company's profits is 20%, as a result of those profits being below the relevant threshold.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

7.	INTANGIBLE FIXED ASSETS			Patents &	
			Goodwill	licences	Totals
	COST		£	£	£
	At 1st January 2013		27,001	23,135	50,136
	Additions			5,102	5,102
	At 31st December 2013		27,001	28,237	55,238
	************		 _		
	AMORTISATION At 1st January 2013		21,601	7,129	28,730
	Amortisation for year		2,700	<u>2,529</u>	5,229
	At 31st December 2013		24,301	9,658	33,959
•	At 013t December 2010		24,001		00,000
	NET BOOK VALUE		0.700	10 E70	01 070
	At 31st December 2013		<u>2,700</u>	18,579	21,279
	At 31st December 2012		5,400	16,006	21,406
			_	-	
8.	TANGIBLE FIXED ASSETS				
		Improvements	Plant and	Fixtures	Tatala
		to property £	machinery/MV £	& fittings £	Totals £
	COST				
	At 1st January 2013 Additions	57,446	48,822	95,807	202,075 14,697
	Disposals	1,468 -	9,973 (8,999)	3,256 -	(8,999)
	·		<u></u> -		
	At 31st December 2013	58,914	<u>49,796</u>	99,063	207,773
	DEPRECIATION				
	At 1st January 2013	19,054	34,622	64,309	117,985
	Charge for year Eliminated on disposals	4,479	3,970	11,434	19,883 (1,496)
	Eliminated on disposals	-	<u>(1,496</u>)		<u>(1,490</u>)
	At 31st December 2013	23,533	<u>37,096</u>	<u>75,743</u>	136,372
	NET BOOK VALUE			•	
	At 31st December 2013	35,381	<u>12,700</u>	23,320	<u>71,401</u>
	At 31st December 2012	38,392	14,200	31,498	84,090
	At 31st December 2012	30,392	14,200	31,490	
9.	STOCKS			04.40.40	04.40.40
				31.12.13 £	31.12.12 £
	Stocks			836,749	<u>473,943</u>
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN	I ONE VEAD			
10.	DEBIONS. AMOUNTS FALLING DOE WITHIN	ONE TEAR		31.12.13	31.12.12
	-			£	£
	Trade debtors			3,217,229	2,246,129
	Amounts owed by group undertakings Other debtors			4,397,318 39,989	2,417,318 4,751
	VAT			55,486	75,881
	Prepayments	•		57,724	13,124
				7,767,746	4,757,203
				.,,,.	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

11.	CREDITORS: AMOUNTS FALLING DUE WITHIN	ONE YEA	R		
		0.112 . 12.11	•	31.12.13 £	31.12.12 £
·	Bank loans and overdrafts (see note 12) Trade creditors Tax Social security and other taxes Factoring creditor Sundry creditors Directors' current accounts Accrued expenses			400,000 2,128,106 39,189 20,185 1,249,573 6,080 1,535 233,249 4,077,917	304,487 1,575,000 187,057 18,034 21,734 3,265 1,535 121,757 2,232,869
12.	BANK LOANS				
	An analysis of the maturity of loans is given below:				
				31.12.13 £	31.12.12 £
	Amounts falling due within one year or on demand	:		400,000	304,487
	Amounts falling due between one and two years:			400,000	
	Amounts falling due between three and five years:			1,200,000	
13.	OPERATING LEASE COMMITMENTS				
	The following operating lease payments are comm	itted to be p	aid within one year	:	
		Land a 31.12.13 £	nd buildings 31.12.12 £	Other ope 31.12.13 £	rating leases 31.12.12 £
	Expiring: Within one year	-	-	10,273	10,115
	Between one and five years	20,000	20,000	19,516	17,158
		20,000	20,000	29,788	27,273

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

14.	SECURED DE	втѕ				
	The following secured debts are included within creditors:					
				31.12.13	31.12.12	
	Bank loans Factoring credit	tor		£ 2,000,000 1,249,573	£ 304,487 21,734	
				3,249,573	326,221	
	A debenture da of the company	ted 20th December 2013 incorporating a fi is held by both the bank and the factor co	ixed and floating charge ompany.	over all current a	nd future assets	
15.	PROVISIONS F	FOR LIABILITIES				
		•		31.12.13 £	31.12.12 £	
	Deferred tax Accelerated c	apital allowances		7,791	<u>7,791</u>	
					Deferred tax £	
	Balance at 1st Accelerated cap	January 2013 pital allowances			7,791 	
	Balance at 31st	December 2013			<u>7,791</u>	
16.	CALLED UP SI	HARE CAPITAL				
	Allotted, issued Number:	and fully paid: Class:	Nominal value:	31.12.13 £	31.12.12 £	
	400	Ordinary	£1	<u>400</u>	400	
17.	RESERVES		Profit			
			and loss account £	Share premium £	Totals £	
	At 1st January 2 Profit for the ye	2013 ar	3,088,707 141,079	49,950 	3,138,657 141,079	
	At 31st Decemb	per 2013	3,229,786	49,950	3,279,736	

18. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited, its parent undertaking and a company registered in England and Wales.

19. OTHER FINANCIAL COMMITMENTS

At 31 December 2013, Delamere Dairy Limited was committed to £793,000 (2012 - £300,000) of foreign exchange future contracts.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2013

20. RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with its parent company.

Mr & Mrs Sutton are partners of Sutton Dairy Goats. During the year recharges of £nil (2012 - £1,320) were charged by Delamere Dairy Limited to Sutton Dairy Goats. There is a balance owed by the company to Sutton Dairy Goats of £4,700 at 31 December 2013 (2012: £4,700)

During the year there were no transactions on directors' current accounts with E J Salt, Mrs E A Sutton and R C D Sutton. The balance at the period end was a £1,535 creditor (2012: £1,535).

21. ULTIMATE CONTROLLING PARTY

The company is controlled by its directors with no one director having overall control.

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.13 £	31.12.12
Profit for the financial year	141,079	604,480
Net addition to shareholders' funds Opening shareholders' funds	141,079 <u>3,139,057</u>	604,480 2,534,577
Closing shareholders' funds	3,280,136	3,139,057