Company Registration No. 09389871 (England and Wales)

KENDAL NUTRICARE LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019

mha
MOORE & SMALLEY

KENDAL NUTRICARE LIMITED

COMPANY INFORMATION

Director	Mr R McMahon
Company number	09389871
Registered office	Mint Bridge Road Kendal LA9 6NL
Auditor	MHA Moore and Smalley Kendal House Murley Moss Business Village Oxenholme Road Kendal LA9 7RL

KENDAL NUTRICARE LIMITED

CONTENTS

	Page
Strategic report	1 - 2
Director's report	3
Director's responsibilities statement	4
Independent auditor's report	5 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Statement of cash flows	11
Notes to the financial statements	12 - 31

KENDAL NUTRICARE LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2019

The director presents the strategic report for the year ended 31 March 2019.

Fair review of the business
Kendal Nutricare Limited is a manufacturer of family nutrition products across the entire lifecycle from infants to seniors.

We promote the use of natural milk fats in our products without the use of palm oil, no GMO's, and avoiding allergens like nuts, fish and eggs.

Our Healthcare range is divided into:
- Infant formulas and infant cereals branded KENDAMIL
- Co-packed HEINZ baby cereals
- Adult nutrition powders branded KENDALIFE
- Specialist powdered formulas for pharmacies, Anti-colic, Anti-Reflux, Lactose Free, SuperKosher & Halal formulas

Turnover for the year increased dramatically to £20.9M from £14.0M the previous year. This was driven by strong growth across China, South East Asia and North Africa along with national coverage in the UK between Morrisons, Asda and Sainsbury.

Specialist Superkosher infant milks and cereals expanded sales across the UK and overseas through our distributor. Halal product sales increased in Indonesia. Continual investment in new products across the entire lifecycle, with a strong focus on wholesome nutritious products, using natural high quality full cream raw materials and increased use of organics will help to keep the momentum in to the future.

Principal risks and uncertainties
The director has identified the following principle risks and uncertainties affecting the company:
Market Risk: The company is affected by the availability and prices for whole milk, skim milk, demineralized whey, lactose and fruit powders, as well as Organic whole milk, organic lactose and Organic whey. To mitigate the risk we keep in close contact with suppliers to keep them updated on our volume forecasts.

Legislation and Regulatory risk: The company keeps up to date on Chinese infant regulation changes through its Shanghai office. In the UK the company works closely with DEFRA, Campden Research and Public Health England to keep informed of changing regulations. With the company sales into Europe we do not forsee any adverse developments following Brexit. As a Commonwealth Export Champion we see market opportunities opening up in Commonwealth countries.

Actions of Competitors: We see the switch by Danone to using less whey in their formulas as a big opportunity for KENDAMIL to expand sales in the UK. KENDAMIL replaces the need for Hungry and Comfort formulas at a more competitive price. We see a growth in the demand for Organic milk formulas and Organic cereals and sales of Kendamil Organic across the UK & Asia growing exponentially.

Key performance indicators

The company monitors its performance using a number of measures. These include:

Sales - £20.9m (2018: £14.0m)

Gross Profit - £3.1m (2018: £1.8m)

Days in Inventory - 47 days (2018: 69 days)

Stock Turnover (Days) - 8 days (2018: 5 days)

Future developments
Kendal Nutricare Ltd has grown rapidly through successfully developing and launching new recipes to suit the regulatory requirements in foreign markets.

We will continue to invest in market research, pilot trials and stability tests to strengthen both our product range and packaging concepts in 2019/2020.

Our distributors are increasing their marketing spend on TV and outdoor advertising and Kendal Nutricare intend to directly invest in the UK and North America.

On behalf of the board

Mr R McMahon
Director

9 October 2019

The director presents his annual report and financial statements for the year ended 31 March 2019.

Principal activities
The principal activity of the company is that of manufacturing and supply of health care products.

Director
The director who held office during the year and up to the date of signature of the financial statements was as follows:

Mr R McMahon

Results and dividends
The results for the year are set out on page 8.

No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Auditor
In accordance with the company's articles, a resolution proposing that MHA Moore and Smalley be reappointed as auditor of the company will be put at a General Meeting.

Strategic Report
The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of Future Developments.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the director has taken all the necessary steps that they ought to have taken as a director in order to make themself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

Mr R McMahon
Director

9 October 2019

DIRECTOR'S RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2019

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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 MEMBER OF KENDAL NUTRICARE LIMITED

Opinion

We have audited the financial statements of Kendal Nutricare Limited (the 'company') for the year ended 31 March 2019 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty relating to going concern

We draw attention to note 1.3 in the financial statements, which indicates that whilst the company's director is pleased to report that the company made a profit of £397,984 for the year, it had negative profit and loss reserves of £353,093 at 31 March 2019 and, as of that date, the company's current liabilities exceeded its current assets by £1,813,925. As stated in note 1.3, these events or conditions, along with the other matters set forth in note 1.3, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information
The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the 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 director's report.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director
As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intend to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report
This report is made solely to the company's member 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 member those matters we are required to state to him 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 member for our audit work, for this report, or for the opinions we have formed.

Damian Walmsley (Senior Statutory Auditor)
for and on behalf of MHA Moore and Smalley
Chartered Accountants
Statutory Auditor

Kendal House
Murley Moss Business Village
Oxenholme Road
Kendal
LA9 7RL

9 October 2019

KENDAL NUTRICARE LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2019

	Notes	2019 £	2018 as restated £
Turnover	3	20,857,955	13,961,037
Cost of sales		(17,760,180)	(12,163,851)
Gross profit		3,097,775	1,797,186
Distribution costs		(132,244)	(50,680)
Administrative expenses		(2,663,677)	(2,265,419)
Other operating income		7,454	79,099
Operating profit/(loss)	4	309,308	(439,814)
Interest receivable and similar income	7	-	619
Interest payable and similar expenses	8	(162,134)	(88,153)
Profit/(loss) before taxation		147,174	(527,348)
Tax on profit/(loss)	9	250,810	468,800
Profit/(loss) for the financial year		397,984	(58,548)
Other comprehensive income			
Revaluation of tangible fixed assets		-	5,454,790
Tax relating to other comprehensive income		40,126	(927,314)
Total comprehensive income for the year		438,110	4,468,928

The Profit And Loss Account has been prepared on the basis that all operations are continuing operations.

KENDAL NUTRICARE LIMITED

BALANCE SHEET

AS AT 31 MARCH 2019

	Notes	2019 £	2019 £	2018 as restated £	2018 as restated £
Fixed assets					
Negative goodwill	**10**		(8,909,240)		(9,396,768)
Tangible assets	**11**		17,931,087		18,558,048
Investments	**13**		1		1
			9,021,848		9,161,281
Current assets					
Stocks	**15**	2,301,018		2,295,506	
Debtors	**16**	2,080,389		2,387,489	
Cash at bank and in hand		87,898		72,248	
		4,469,305		4,755,243	
Creditors: amounts falling due within one year	**17**	(6,283,230)		(5,948,705)	
Net current liabilities			(1,813,925)		(1,193,462)
Total assets less current liabilities			7,207,923		7,967,819
Creditors: amounts falling due after more than one year	**18**		(290,000)		(1,365,000)
Provisions for liabilities	**20**		(2,939,061)		(3,062,067)
Net assets			3,978,862		3,540,752
Capital and reserves					
Called up share capital	**22**		1		1
Revaluation reserve			4,331,954		4,527,476
Profit and loss reserves			(353,093)		(986,725)
Total equity			3,978,862		3,540,752

The financial statements were approved and signed by the director and authorised for issue on 9 October 2019

Mr R McMahon
Director

Company Registration No. 09389871

KENDAL NUTRICARE LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2019

	Share capital	Revaluation reserve	Profit and loss reserves	Total
	£	£	£	£
As restated for the period ended 31 March 2018:				
Balance at 1 April 2017	1	-	(928,177)	(928,176)
Year ended 31 March 2018:				
Loss for the year	-	-	(58,548)	(58,548)
Other comprehensive income:				
Revaluation of tangible fixed assets	-	5,454,790	-	5,454,790
Tax relating to other comprehensive income	-	(927,314)	-	(927,314)
Total comprehensive income for the year	-	4,527,476	(58,548)	4,468,928
Balance at 31 March 2018	1	4,527,476	(986,725)	3,540,752
Year ended 31 March 2019:				
Profit for the year	-	-	397,984	397,984
Other comprehensive income:				
Tax relating to other comprehensive income	-	40,126	-	40,126
Total comprehensive income for the year	-	40,126	397,984	438,110
Transfers	-	(235,648)	235,648	-
Balance at 31 March 2019	1	4,331,954	(353,093)	3,978,862

KENDAL NUTRICARE LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2019

	Notes	2019 £	2019 £	2018 as restated £	2018 as restated £
Cash flows from operating activities					
Cash absorbed by operations	**30**		(1,205)		(581,807)
Interest paid			(162,134)		(88,153)
Income taxes refunded			302,312		694,818
Net cash inflow from operating activities			138,973		24,858
Investing activities					
Purchase of tangible fixed assets		(178,535)		(140,483)	
Proceeds on disposal of tangible fixed assets		-		32,350	
Proceeds from other investments and loans		(8,355)		-	
Interest received		-		619	
Net cash used in investing activities			(186,890)		(107,514)
Net decrease in cash and cash equivalents			(47,917)		(82,656)
Cash and cash equivalents at beginning of year			(1,487,791)		(1,405,135)
Cash and cash equivalents at end of year			(1,535,708)		(1,487,791)
Relating to:					
Cash at bank and in hand			87,898		72,248
Bank overdrafts included in creditors payable within one year			(1,623,606)		(1,560,039)

1 Accounting policies

Company information

Kendal Nutricare Limited is a private company limited by shares incorporated in England and Wales. The registered office is Mint Bridge Road, Kendal, LA9 6NL.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary a mounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared on the historical cost convention, modified to include the revaluation of certain tangible fixed assets. The principal accounting policies adopted are set out below.

The company is exempt from the requirement to prepare group accounts by virtue of section 405 of the Companies Act 2006 as its subsidiary can be excluded from consolidation in Companies Act group accounts as it is immaterial. The financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Goodwill represents the difference between the cost of acquisition of businesses and the fair value of the net assets acquired. Negative goodwill arises when the fair value of the net assets acquired exceed the cost of acquisition. Negative goodwill is initially recognised as a negative asset at cost and is subsequently measured at cost less accumulated amortisation. Negative goodwill is considered to have a finite useful life and is amortised to the profit and loss account over the period in which the associated non-monetary assets are recovered.

1.3 Going concern

The financial statements are prepared on a going concern basis. The company's director is pleased to report that the company made a profit of £397,984 for the year, however as it had negative profit and loss reserves at 31 March 2019 of £353,093 and, as of that date, the company's current liabilities exceeded its current assets by £1,813,925 these conditions could indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. However, after taking account of the revaluation reserve of £4,331,954, the director considers the company has a strong balance sheet, with total capital and reserves of £3,978,862. In addition, projections prepared by the company for the future show that it will generate profits and have sufficient resources to meet liabilities as they fall due for the foreseeable future. The director therefore considers the going concern basis is the appropriate basis to prepare the accounts.

The company has prepared profit and cash flow information with appropriate sensitivity analyses around operational performance. On the basis of these projections together with support from the company's director, bankers, suppliers, strong customer order book and various other funding raising options it has available to it, at the time of approving the financial statements the director is confident that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1 Accounting policies **(Continued)**

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

The company recognises sales income when goods are despatched.

1.5 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred.

1.6 Intangible fixed assets - goodwill

Goodwill represents the difference between the cost of acquisition of businesses and the fair value of the net assets acquired. Negative goodwill arises when the fair value of the net assets acquired exceed the cost of acquisition. Negative goodwill is initially recognised as a negative asset at cost and is subsequently measured at cost less accumulated amortisation. Negative goodwill is considered to have a finite useful life and is amortised to the profit and loss account over the period in which the associated non-monetary assets are recovered.

1.7 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	Land - nil, Buildings - 10 to 30 years SL
Plant and equipment	5% reducing balance or 5 to 20 years SL
Computers	5 years SL

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Properties whose fair value can be measured reliably are held under the revaluation model and are carried at a revalued amount, being their fair value at the date of valuation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value of the land and buildings is usually considered to be their market value.

Revaluation gains and losses are recognised in other comprehensive income and accumulated in equity, except to the extent that a revaluation gain reverses a revaluation loss previously recognised in profit or loss or a revaluation loss exceeds the accumulated revaluation gains recognised in equity; such gains and losses are recognised in profit or loss.

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss account reserve.

1.8 Fixed asset investments

Interests are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investment is assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

1 Accounting policies (Continued)

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.9 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.10 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of replacement cost and cost, adjusted where applicable for any loss of service potential.

1.11 Cash and cash equivalents

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.12 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

Other financial assets

All of the company's financial assets fall to be classified as basic financial assets and the company has no other financial assets.

1 Accounting policies **(Continued)**

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. 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.

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. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors and bank 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 payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value though profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

1 Accounting policies **(Continued)**

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.13 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.14 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and 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. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.15 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.16 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1 Accounting policies **(Continued)**

1.17 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease in which economic benefits from the lease asset are consumed.

1.18 Government grants

Grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

Revenue grants are recognised as income over the periods when the related costs are incurred. If part of such a grant is deferred it is recognised as deferred income rather than being deducted from the asset's carrying amount.

Capital grants are recognised as income as and when the related performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.19 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgement (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Classification of leases

At the inception of each lease, management undertake an assessment of the terms of the lease including the payments to be made over the life of the lease, the fair value of the asset subject to the lease, the length of the lease and whether the terms of the lease transfer substantially all of the risks and rewards of ownership.

Based on this assessment, management will determine whether the lease should be classified as a finance or operating lease.

2 Judgements and key sources of estimation uncertainty **(Continued)**

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Depreciation of tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Valuation of stock

Stocks are held at costs less any provision for impairment. The calculation of any provision for impairment requires judgement. Such provisions are calculated using management's best estimate of likely future estimated selling price less costs to complete.

Amounts due to and from H.J. Heinz Manufacturing UK Limited

On the 15 May 2017, the company agreed with H.J. Heinz Manufacturing Limited to make amendments to the initial asset sale & purchase and third party manufacturing and supply agreements agreed in May 2015.

Under the terms of the initial asset sale & purchase agreement, a figure for the purchase of opening stock was agreed which under the terms of the revised agreement has been subsequently revised. The associated creditor is included within other creditors.

In addition, under the terms of the initial third party manufacturing and supply agreement, the company agreed to invoice H.J. Heinz Manufacturing Limited on delivery of products using a standard cost set out in the agreement. Then subsequently, the company agreed to carry out a "true up" exercise whereby they compared the actual costs of delivering the products to the standard prices charged and agreed to raise a further invoice or credit note to Heinz for the difference.

Under the terms of the revised agreement, a final outstanding creditor has been agreed as being outstanding in respect of the "true up accrual" and is included within other creditors.

Finally, under the terms of the revised third party manufacturing and supply agreement, the company agreed TUB & Scoop pricing adjustment in respect of sales made in the year and the associated amounts is included within other debtors.

The calculation of such amounts requires judgement. Such amounts are calculated using management's best estimate of the amounts due to and from H.J. Heinz Manufacturing UK Limited.

Impairment of trade debtors

The impairment of trade debtors is calculated by initially determining the year end debts on a customer by customer basis that are over three months old and still unpaid at the date of approval of the financial statements. The director then estimates the impairment provision required to be made in the financial statements based upon the knowledge he has accumulated over the trading relationship with each individual customer and any other external information that comes to his attention.

2 Judgements and key sources of estimation uncertainty (Continued)

Valuation of land and buildings and plant and equipment (excluding computers)

As detailed in note 11 to the financial statements, land and buildings and plant and equipment are stated at fair value based on valuations carried out by Sanderson Weatherall and Tallon & Associates respectively, who are firms of external independent valuers not connected with the company using their extensive market experience of the categories of assets valued. The valuations conform to International Valuation Standards and due to the specialised nature of the assets and the fact that the assets are rarely sold, except as part of a business combination, the most suitable valuation methodology was considered to be depreciated replacement cost. When calculating their valuations the external values have made various assumptions and estimates.

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2019	2018
	£	£
Turnover analysed by class of business		
Sales of goods	20,857,955	13,961,037

	2019	2018
	£	£
Other significant revenue		
Interest income	-	619
Grants received	7,243	-

	2019	2018
	£	£
Turnover analysed by geographical market		
UK	3,046,967	1,373,957
Europe	8,581,160	6,956,570
Asia	8,907,431	3,416,220
Africa and Middle East	322,397	2,214,290
	20,857,955	13,961,037

The turnover is attributable to the one principal activity of the company.

4 Operating profit/(loss)

Operating profit/(loss) for the year is stated after charging/(crediting):	2019 £	2018 £
Exchange (gains)/losses	(13,740)	28,350
Research and development costs	58,153	58,816
Government grants	(7,243)	-
Fees payable to the company's auditor for the audit of the company's financial statements	9,375	10,000
Depreciation of owned tangible fixed assets	805,496	1,217,696
Profit on disposal of tangible fixed assets	-	(135)
Amortisation of intangible assets	(487,528)	(1,145,517)
Cost of stocks recognised as an expense	12,077,380	7,760,206
Operating lease charges	72,941	71,650

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2019 Number	2018 Number
Management	2	2
Staff	133	117
	135	119

Their aggregate remuneration comprised:

	2019 £	2018 £
Wages and salaries	3,855,887	3,214,956
Social security costs	364,441	304,727
Pension costs	147,679	128,158
	4,368,007	3,647,841

6 Director's remuneration

	2019	2018
	£	£
Remuneration for qualifying services	12,000	-
Company pension contributions to defined contribution schemes	240	-
	12,240	-

7 Interest receivable and similar income

	2019	2018
	£	£
Interest income		
Other interest income	-	619

8 Interest payable and similar expenses

	2019	2018
	£	£
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	104,134	88,153
Other interest on financial liabilities	58,000	-
	162,134	88,153

9 Taxation

	2019	2018
	£	£
Current tax		
UK corporation tax on profits for the current period	(167,930)	(274,062)
Deferred tax		
Origination and reversal of timing differences	(82,880)	(194,738)
Total tax credit	(250,810)	(468,800)

In addition to the amount credited to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2019	2018
	£	£
Deferred tax arising on:		
Revaluation of property	(40,126)	927,314

9 Taxation (Continued)

The actual credit for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2019	2018
	£	£
Profit/(loss) before taxation	147,174	(527,348)
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	27,963	(100,196)
Tax effect of expenses that are not deductible in determining taxable profit	83	31
Tax effect of income not taxable in determining taxable profit	(92,630)	(217,648)
Unutilised tax losses carried forward	(17,408)	(8,862)
Effect of change in corporation tax rate	7,703	21,868
Depreciation on assets not qualifying for tax allowances	45,425	550
Research and development tax credit	(221,946)	(164,543)
Taxation credit for the year	(250,810)	(468,800)

10 Intangible fixed assets

	Negative goodwill
	£
Cost	
At 1 April 2018 and 31 March 2019	(12,642,399)
Amortisation and impairment	
At 1 April 2018	(3,245,631)
Amortisation charged for the year	(487,528)
At 31 March 2019	(3,733,159)
Carrying amount	
At 31 March 2019	(8,909,240)
At 31 March 2018	(9,396,768)

11 Tangible fixed assets

	Freehold land and buildings	Plant and equipment	Computers	Total
	£	£	£	£
Cost or valuation				
At 1 April 2018	7,600,000	10,813,500	262,712	18,676,212
Additions	-	178,535	-	178,535
At 31 March 2019	7,600,000	10,992,035	262,712	18,854,747
Depreciation and impairment				
At 1 April 2018	-	-	118,164	118,164
Depreciation charged in the year	204,166	548,788	52,542	805,496
At 31 March 2019	204,166	548,788	170,706	923,660
Carrying amount				
At 31 March 2019	7,395,834	10,443,247	92,006	17,931,087
At 31 March 2018	7,600,000	10,813,500	144,548	18,558,048

Land and buildings with a carrying amount of £7,395,834 were revalued at a value of £7,600,000 at 31 March 2018 by Nick Heap BSc (Hons) MRICS on behalf of Sanderson Weatherall, independent valuers not connected with the company on the basis of fair value. The valuation conforms to International Valuation Standards and due to the specialised nature of the assets and the fact that they are rarely sold, except as part of a business combination, the most suitable valuation methodology was considered to be depreciated replacement cost. The director considers this valuation to be a fair indication of the value of the land and buildings at 31 March 2019.

Plant and equipment (excluding computers) with a carrying amount of £10,443,247 were revalued at a value of £10,813,500 at 31 March 2018 by John P Tallon MRICS on behalf of Tallon & Associates, independent valuers not connected with the company on the basis of fair value. The valuation conforms to International Valuation Standards and due to the specialised nature of the assets and the fact that they are rarely sold, except as part of a business combination, the most suitable valuation methodology was considered to be depreciated replacement cost. The director considers this valuation to be a fair indication of the value of the plant and equipment (excluding computers and subsequent additions at cost) at 31 March 2019.

If revalued assets were stated on an historical cost basis rather than a fair value basis, the total amounts included would have been as follows:

	2019	2018
	£	£
Cost	16,413,563	16,235,028
Accumulated depreciation	(3,793,624)	(3,276,318)
Carrying value	12,619,939	12,958,710

The carrying value of land and buildings includes land of £1,475,000 which is not depreciated.

12 Subsidiaries

Details of the company's subsidiaries at 31 March 2019 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct	Indirect
Kendamil Limited	England	Dormant	Ordinary	100.00	

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Kendamil Limited	-	1

13 Fixed asset investments

	Notes	2019	2018
		£	£
Investments in subsidiaries	12	1	1

Movements in fixed asset investments

	Shares in group undertakings
	£
Cost	
At 1 April 2018 & 31 March 2019	1
Carrying amount	
At 31 March 2019	1
At 31 March 2018	1

14 Financial instruments

	2019	2018
	£	£
Carrying amount of financial assets		
Debt instruments measured at amortised cost	1,761,387	1,816,895
Carrying amount of financial liabilities		
Measured at amortised cost	6,474,811	7,227,124

15 Stocks (Restated)

	2019	2018
	£	£
Raw materials and consumables	1,297,541	1,084,557
Work in progress	352,353	350,393
Finished goods and goods for resale	651,124	860,556
	2,301,018	2,295,506

16 Debtors (Restated)

	2019	2018
Amounts falling due within one year:	£	£
Trade debtors	1,382,779	1,630,164
Corporation tax recoverable	139,680	274,062
Other debtors	378,608	186,731
Prepayments and accrued income	179,322	296,532
	2,080,389	2,387,489

17 Creditors: amounts falling due within one year

		2019	2018
	Notes	£	£
Bank loans and overdrafts	19	1,623,606	1,560,039
Trade creditors		1,481,896	992,378
Taxation and social security		98,419	86,581
Other creditors		1,075,000	621,215
Accruals and deferred income		2,004,309	2,688,492
		6,283,230	5,948,705

18 Creditors: amounts falling due after more than one year

	2019	2018
	£	£
Other creditors	290,000	1,365,000

19 Loans and overdrafts

	2019	2018
	£	£
Bank overdrafts	1,623,606	1,560,039
Payable within one year	1,623,606	1,560,039

The bank overdraft is secured by a debenture dated 25 August 2015 and a charge over the freehold property on Mint Bridge Road, Kendal, Cumbria, LA9 6NL dated 22 October 2015.

20 Provisions for liabilities

		2019	2018
	Notes	£	£
Deferred tax liabilities	21	2,939,061	3,062,067

21 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2019	Liabilities 2018
Balances:	£	£
ACAs	104,191	83,982
Tax losses	(104,191)	(83,982)
Revaluations	887,188	927,314
Corporation tax on capital gain	2,051,873	2,134,753
	2,939,061	3,062,067

The net deferred tax liability includes the potential corporation tax on capital gains that would fall due on the company if they ever sold the factory, of which a portion is expected to reverse within 12 months in respect of depreciation charged on fair value of assets acquired in the business combination.

In addition the net deferred tax liability also includes the potential corporation tax on revaluation surplus that would fall due on the company if they ever sold the factory, of which a portion is expected to reverse within 12 months in respect of depreciation charged on fair value of assets held at revaluation.

21 Deferred taxation **(Continued)**

A deferred tax asset in respect of tax losses has been recognised above to the extent it is offset by the deferred tax liability resulting from accelerated capital allowances. Deferred tax has not been recognised in respect of remaining tax losses of £273,575 not offset by accelerated capital allowances as it is not probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.

22 Share capital

	2019	2018
	£	£
Ordinary share capital		
Issued and fully paid		
1 Ordinary of £1 each	1	1

23 Retirement benefit schemes

	2019	2018
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	147,679	128,158

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

24 Contingent liabilities

Business Flood Recovery Scheme grant from Cumbria County Council

During previous years the company received grant income totalling £456,380 from Cumbria County Council under the Cumbria Business Flood Recovery Scheme. All monies received have been released to the profit and loss account in prior years within income under government grants receivable and released. Such monies have been received conditionally on the basis that all 107 jobs which were safeguarded as a result of the grant must be maintained until 31 December 2016 and for a period of three years thereafter, until 31 December 2019.

Beckmann Liabilities

Under the terms of the asset sale and purchase agreement with H.J. Heinz Manufacturing UK Limited, for all persons employed by the business in relation to its activities carried out on Mint Bridge Road, Kendal immediately before the completion date, who transferred under TUPE to the company after the completion date, the company has a potential obligation to provide enhancements to accrued benefits (on redundancy or early retirement) which are not available to the employee because he or she has ceased to be an active member of the seller's scheme (known as "Beckmann Liabilities"). However, currently the director is unable to make a reliable estimate of the amount of this liability and no provision has therefore been made in the financial statements.

25 Capital commitments

Amounts contracted for but not provided in the financial statements:

	2019	2018
	£	£
Acquisition of tangible fixed assets	89,500	-

26 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2019	2018
	£	£
Within one year	99,029	77,997
Between two and five years	257,870	23,700
	356,899	101,697

27 Ultimate controlling party

The company is under the control of Mr R McMahon by virtue of his majority shareholding throughout the current and previous year.

28 Related party transactions

The following amounts were outstanding at the reporting end date:

	2019	2018
Amounts owed to related parties	£	£
Key management personnel	-	1,215

The following amounts were outstanding at the reporting end date:

	2019
	Balance
Amounts owed by related parties	£
Key management personnel	8,355

There were no amounts owed in the previous period.

29 Directors' transactions

Advances or credits have been granted by the company to its directors as follows:

Description	% Rate	Opening balance £	Amounts advanced £	Amounts repaid £	Closing balance £
Ross McMahon - Director's Loan Account	-	(1,215)	24,386	(14,816)	8,355
		(1,215)	24,386	(14,816)	8,355

30 Cash generated from operations

	2019 £	2018 £
Profit/(loss) for the year after tax	397,984	(58,548)
Adjustments for:		
Taxation credited	(250,810)	(468,800)
Finance costs	162,134	88,153
Investment income	-	(619)
Gain on disposal of tangible fixed assets	-	(135)
Amortisation and impairment of intangible assets	(487,528)	(1,145,517)
Depreciation and impairment of tangible fixed assets	805,496	1,217,696
Movements in working capital:		
(Increase) in stocks	(5,512)	(1,051,371)
Decrease/(increase) in debtors	181,073	(1,063,805)
(Decrease)/increase in creditors	(804,042)	1,901,139
Cash absorbed by operations	(1,205)	(581,807)

31 Prior period adjustment

Changes to the balance sheet

	At 31 March 2018			
	As previously reported £	Adjustment at 1 Apr 2017 £	Adjustment at 31 Mar 2018 £	As restated £
Current assets				
Stocks	2,100,677	-	194,829	2,295,506
Debtors due within one year	2,415,739	-	(28,250)	2,387,489
Net assets	3,374,173	-	166,579	3,540,752

31 Prior period adjustment **(Continued)**

	At 31 March 2018			
	As previously reported	Adjustment at 1 Apr 2017	Adjustment at 31 Mar 2018	As restated
Capital and reserves				
Profit and loss	(1,153,304)	-	166,579	(986,725)

Changes to the profit and loss account

	Period ended 31 March 2018		
	As previously reported	Adjustment	As restated
	£	£	£
Cost of sales	(11,767,787)	(396,064)	(12,163,851)
Administrative expenses	(2,856,312)	590,893	(2,265,419)
Taxation	497,050	(28,250)	468,800
Loss after taxation	(225,127)	166,579	(58,548)

Reconciliation of changes in equity

	Notes	1 April 2017 £	31 March 2018 £
Equity as previously reported		(928,176)	3,374,173
Adjustments to prior year			
Increase in work in progress		-	50,123
Increase in finished goods and goods for resale		-	144,706
Reduction in corporation tax repayable		-	(28,250)
Equity as adjusted		(928,176)	3,540,752

31 Prior period adjustment **(Continued)**

Reconciliation of changes in loss for the previous financial period

	Notes	2018 £
Loss as previously reported		(225,127)
Adjustments to prior year		
Increase in work in progress		50,123
Increase in finished goods and goods for resale		144,706
Reduction in corporation tax repayable		(28,250)
Loss as adjusted		(58,548)

Notes to reconciliation

The director has considered the accounting policy for the valuation of stocks and believes a move to include costs of conversion relating to converting raw materials into finished goods and goods for resale would more fairly present the operating activities of the company. The comparative year's results have been amended to reflect this change in accounting policy. In addition, the associated corporation tax adjustment relating to the inclusion of the above costs in the stock valuation in the financial statements has been included in the prior period's adjustment. No adjustments have been made to restate the opening balance sheet position as at 1 April 2017 as any adjustment is considered to be immaterial.

During the above process, utilities costs totalling £583,620 and sundry expenses costs totalling £7,273 included in administrative expenses in the previous year's financial statements have been represented within costs of sales as this is considered to better reflect the nature of this expenditure.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.