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Bulrush Horticulture Limited

Report and Financial Statements

30 September 2022

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Company Information

Directors

T Braendgaard P Walls N Bragg

Auditors

Ernst & Young LLP Bedford House 16 Bedford Street Belfast BT2 7DT

Bankers

Danske Bank Limited Donegall Square West Belfast BT1 6JS

Registered Office

Newferry Road Bellaghy Magherafelt Co Londonderry BT45 8ND

Strategic Report

The directors present their strategic report and the financial statements for the year ended 30 September 2022.

Principal activities and review of the business

Bulrush Horticulture Limited and its trading subsidiaries' revenues are generated from the production of substrates for the retail, wholesale and professional growers market. The group operates throughout Ireland and the United Kingdom and as a result of high levels of quality and service has developed a strong and reliable brand in the sector. Management's objectives are to:

- Increase levels of revenues generated by the group;
- Reduce costs through improved efficiencies; and
- Continue to develop raw materials for the future.

The directors have determined that the following financial key performance indicators (KPIs) are the most effective measures of progress towards achieving the group's financial objectives:

	2022	2021
KPI	£	£
Turnover	20,107,638	20,658,393
Earnings before interest, taxation, depreciation and amortisation ("EBITDA")	3,866,777	4,452,244

Turnover and EBITDA have decreased due to global cost increases in raw materials, fuel and energy prices caused by a rapid rise in inflation and the war in Ukraine.

Principal risks and uncertainties

The group's strategy is to follow an appropriate risk policy, which effectively manages exposures related to the achievement of business objectives. The key risks which management face are detailed as follows:

Multi-location business risk

Multi-location business risk is the risk that the group's activities may fail through a lack of control over the widespread location of the bogs from which the peat is extracted. This is managed through the recruitment of specialised extraction staff or use of sub-contractors, which are further supported and controlled by the main operations team at the Head Office in Newferry.

Business performance risk

Business performance risk is the risk that the group may not perform as expected either due to internal factors or due to competitive pressures in the markets in which they operate. This risk is managed through a number of measures: ensuring the appropriate management team is in place; budget and business planning; monthly reporting and variance analysis; financial controls; key performance indicators; and regular forecasting.

Business continuity risk

The group ensures that there is adequate knowledge throughout the management team and sufficient IT support available should an unforeseen event occur. IT disaster recovery plans are in place, and business continuity would be carried out through inter-company operations.

Strategic Report

Principal risks and uncertainties (continued)

Health and safety risk

The group is committed to ensuring a safe working environment. The risks arising from inadequate management of health and safety matters are the exposure of employees and third parties to the risk of injury, potential liability and/or loss of reputation. These risks are managed by the group through the strong promotion of a health and safety culture; and well defined health and safety policies.

Management development

Long-term growth of the business depends on the group's ability to retain and attract personnel of high quality. This risk is managed through development plans which are regularly reviewed and updated. These are accompanied by specific policies in areas such as training, management development and performance management.

Financial and business control

Strong financial and business controls are necessary to ensure the integrity and reliability of financial and other information on which the group relies for day-to-day operations, external reporting and for longer term planning. The group exercises financial and business control through a combination of: qualified and experienced financial teams; performance analysis; budgeting and cash flow forecasting; and clearly defined approval limits. The external auditors provide advice on specific accounting and tax issues as they arise.

Social, ethical and environmental risk

No significant social, ethical or environmental risks have been identified by management. To avoid any risks or issues arising in the future the group applies the following policies:

- All peat is sourced from non-environmentally designated sites of conservation. Adherence to this is reviewed annually;
- The group has and continues to identify responsibly sourced additives, dilutants and replacements for peat. This work is supported by the parent undertaking, Pindstrup Mosebrug A/S.
- A Product Development working group to examine all such avenues for the future sustainability of the Pindstrup group as a whole has been set up and meets quarterly; and
- The group works closely with all its customers to ensure that both the products it provides, and the
 pressure the customers may face in their businesses, are addressed by responsible action within
 Bulrush towards the future provision of sustainable materials; not only the basic raw materials in
 the substrates but the packaging and handling thereof.

Brexit

On 29 March 2017, the UK government triggered Article 50 of the Treaty of Lisbon, effectively beginning the UK's exit from the European Union. This process was finalised on 31 January 2020 when the UK formally left the EU with a withdrawal deal ending on 31 December 2020. The directors are confident that while Brexit continues to provide challenges it will not adversely impact the business.

Strategic Report

Principal risks and uncertainties (continued)

Inflation and the War in Ukraine

The dramatic rise in global inflation has seen material, fuel and energy costs rise at unprecedented levels. As these costs are a major element of our cost base it means our business has had to absorb further costs.

Financial risk management policy

The group's principal financial instruments comprise cash, trade debtors and creditors, group indebtedness and certain other debtors and accruals. The main risks associated with these financial assets and liabilities are set out below.

Foreign currency risk

The group's exposure to foreign currency risk exists in relation to an amount of revenues and costs denominated in Euro's, and the effect of foreign subsidiaries upon consolidation. No policy exists in relation to mitigating the foreign exchange movement from these amounts as management do not believe that any related financial impact would be significant.

Liquidity risk

The group's liquidity risk is managed by the company directors through daily assessment of required cash levels and resultant utilisation of facilities such as bank overdrafts.

Credit risk

Credit risk arises principally on 3rd party derived revenues. Group policy is aimed at minimising such risk, and requires that deferred terms are granted only to customers who demonstrate an appropriate payment history and satisfy creditworthiness procedures or who pay in advance of transfer of title or supply an appropriate letter of credit. The group holds credit insurance to mitigate the credit risk. In addition, individual exposures are monitored with customers subject to credit limits to ensure that the group's exposure to bad debts is not significant.

Interest rate risk

The group's external borrowings exist only to the extent of a bank overdraft required at various times during the year. Thus, the directors do not believe that the group has significant exposures arising from interest rate risks.

Market price risk

Due to the nature of their principal activity the directors believe the group is not exposed to market price risk.

On behalf of the Board

P Walls

Director

20 December 2022

Registered No. NI 13566

Directors' Report

The directors present their report and financial statements for the year ended 30 September 2022.

Results and dividends

The group profit for the year after taxation amounted to £2,475,376 (2021 – profit of £2,929,056). The directors do not recommend a final dividend (2021 – £ π). An interim dividend of £1,632,000 (2021 – £1,632,000) was paid during the year.

Directors

The directors who served the company during the year and since the year end to date were as follows:

T Braendgaard P Walls N Bragg

Financial instruments

Details of financial instruments are provided in the strategic report.

Going concern

The group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposures to price, credit, liquidity and cash flow are described in the Strategic Report.

The directors have considered the group and company's financial performance and cash flows for the period to 31 December 2023, including modelling sensitivities that consider the risk of reductions in revenues due to more adverse trading conditions. These financial forecasts and sensitivities show the group and company are expected to continue to be cash generative taking account of possible changes in trading performance and will continue to operate within their facilities and meet their obligations as they fall due for the period to 31 December 2023.

However, these forecasts assume cash lent by the group and company to its parent undertaking Pindstrup Mosebrug A/S will be repaid to the group and company during the traditional winter months of lower sales activity. Pindstrup Mosebrug A/S has confirmed that it will continue to provide financial support to the company for the period to 31 December 2023, including repaying amounts owed to the group and company as and when required. The directors are satisfied that Pindstrup Mosebrug A/S has sufficient cash and liquidity to provide this support. In particular, both the directors of the company and those of Pindstrup Mosebrug A/S have considered the financial performance and cash flows of the Pindstrup Mosebrug A/S group, including modelling sensitivities that consider the risk of reductions in revenues due to more adverse trading conditions, and which indicate Pindstrup Mosebrug A/S is expected to continue to be cash generative and meet its obligations as they fall due for the period to 31 December 2023. Consequently, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Political and charitable contributions

During the year the group made various charitable contributions of £3,264 (2021 – £3,890). No political contributions were made during the year.

Directors' Report (continued)

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

In accordance with Section 485 of the Companies Act 2006, a resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board

Par Jells

P Walls Director

20 December 2022

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable laws 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 group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independence auditor's report to the members of Bulrush Horticulture Limited

We have audited the financial statements of Bulrush Horticulture Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 30 September 2022 which comprise the group Income Statement, the group and parent company Statement of Financial Position, group Statement of cash flows, the group Statement of comprehensive income, the group and parent Statement of changes in equity and the related notes 1 to 23, 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 group's and of the parent company's affairs as at 30 September 2022 and of the group's 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 group 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 31 December 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independence auditor's report to the members of Bulrush Horticulture Limited (continued)

Other information (continued)

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the 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 the audit:

- 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; and
- the strategic report and directors' 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 group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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 parent company 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 8, the directors are 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 directors 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 directors are responsible for assessing the group's and the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independence auditor's report to the members of Bulrush Horticulture Limited (continued)

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the
 company and determined that the most significant are those that relate to the reporting framework
 (FRS 102 and the Companies Act 2006) and the relevant direct and indirect tax compliance
 regulations in the United Kingdom. In addition, the group and parent company must comply with
 laws and regulations relating to their operations, including in relation to health and safety, GDPR
 and the environment.
- We understood how the group and parent company are complying with those frameworks by
 making enquiries of management to understand how the group and parent company maintain and
 communicate their policies and procedures in these areas. We corroborated our inquiries through
 reading board minutes and correspondence with relevant authorities.
- We assessed the susceptibility of the group and parent company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by assuming revenue recognition and the estimation of physical quantities of extracted peat pile stocks to be fraud risks. Our testing of revenue included agreeing specific transactions to supporting invoices, delivery documents, and the receipt of payment in bank statements, along with the testing of certain revenue journals. Our testing of the estimation of physical quantities of extracted peat pile stocks included considering management's own physical estimates, the results of management specialist's estimations, performing our own physical estimations, agreeing key data used to supporting financial and production records, challenging management regarding key assumptions used (including in respect of compression factors), considering the reasonableness of the method or assumptions used and recomputing management's calculations, analytical procedures and considering any changes in methods or assumptions from the prior year.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved testing journals identified by specific risk criteria. We read the minutes of Directors' meetings to identify any non-compliance with laws and regulations. We also made enquiries with the Directors and of management of the group and parent company regarding compliance with laws and regulations.

Independence auditor's report to the members of Bulrush Horticulture Limited (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://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 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.

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Michael Christie (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor Belfast

21 December 2022

Group Income Statement

for the year ended 30 September 2022

		2022	2021
	Notes	£	£
Turnover	2	20,107,638	20,658,393
Cost of sales		(11,848,914)	(11,349,916)
Gross profit		8,258,724	9,308,477
Selling and distribution costs		(3,786,153)	(4,220,695)
Administration costs		(2,138,055)	(1,998,195)
Other operating Income		837,480	675,84 6
Goodwill amortisation	10	(9,483)	(15,895)
Operating profit	3	3,162,513	3,749,538
Interest receivable and similar income	6	8,825	26,219
Interest payable and similar expenses	6	(6,359)	(5,759)
Profit before taxation		3,164,979	3,769,998
Тах	7	(689,603)	(840,942)
Profit for the financial year		2,475,376	2,929,056
Profit/(loss) attributable to:			
Non-controlling interests		(69,279)	(44,591)
Owners of the parent company		2,544,655	2,973,647
,		2,475,376	2,929,056

All amounts relate to continuing activities.

Group Statement of Comprehensive Income

for the year ended 30 September 2022

	2022	2021
	£	£
Profit for the financial year	2,475,376	2,929,056
Exchange difference on retranslation of net assets of subsidiary	10,260	(17,604)
Total other comprehensive income	10,260	(17,604)
Total comprehensive income for the year	2,485,636	2,911,452
Total comprehensive income/(loss) attributable to:		
Non-controlling interests	(69,279)	(44,591)
Owners of the parent company	2,554,915	2,956,043
	2,485,636	2,911,452

Company Statement of Comprehensive Income

for the year ended 30 September 2022

•	2022	2021
	£	£
Profit for the financial year	2,586,796	3,032,819
Other comprehensive income		
Total other comprehensive income	. <u></u>	*
Total comprehensive income for the year	2,596,796	3,032,819

Group Statement of Changes in Equity

for the year ended 30 September 2022

	Share capital	Profit and loss account £	Capital Redemption Reserve £	Share- holders equity £	Non- controlling interest £	Totai Equity £
At 1 October 2020	272,000	9,898,822	48,000	10,218,822	324,383	10,543,20!
Profit for the year		2,973,647		2,973,647	(44,591)	2,929,05
Other comprehensive loss	-	(17,604)	-	(17,604)	-	(17,604
Total comprehensive income		2,956,043		2,956,326	(44,591)	2,911,45
Dividends		(1,632,000)	<u> </u>	(1,632,000)		(1,632,000
At 30 September 2021	272,000	11,222,865	48,000	11,542,865	279,792	11,822,65
Profit for the year		2,544,655	•	2,544,655	(69,279)	2,475,371
Other comprehensive loss	-	10,260	-	10,260	•	10,26
Total comprehensive income	-	2,554,915		2,554,915	(69,279)	2,485,630
Dividends	-	(1,632,000)	•	(1,632,000)	-	(1,632,000
At 30 September 2022	272,000	12,145,780	48,000	12,465,780	210,513	12,676,29

Company Statement of Changes in Equity

for the year ended 30 September 2022

holders' Equity
Equity
£
10,375,646
3,032,819
•
3,032,819
(1,632,000)
11,776,465
2,586,796
-
2,586,796
(1,632,000)
12,731,261

Group Statement of Financial Position

at 30 September 2022

		2022	2021
	Notes	£	£
Fixed assets			
	10	38,710	37,933
Intangible assets	10	3,892,359	4,072,598
Tangible assets	12	5,892,339 144	4,072,398 144
Investments	12	3,931,213	4,110,675
Current assets	•		
Cash		654,929	3,311,611
Stocks	13	6,092,243	4,291,566
Debtors	14	4,640,387	2,304,289
	•	11,387,559	9,907,466
Creditors: amounts falling due within one year	15	(2,199,779)	(1,861,232)
·	13	9,187,780	8,046,234
Net current assets			
Total assets less current liabilities		13,118,993	12,156,909
Accruals and deferred income			
Deferred government grants	18	(5,244)	(10,356)
Provisions for liabilities			
Deferred taxation	7(c)	(437,456)	(323,896)
Total assets less liabilities		12,676,293	11,822,657
Capital and reserves			
Called up share capital	16	272,000	272,000
Capital redemption reserve		48.000	48,000
Profit and loss account		12,145,780	11,222,865
		12,465,780	11,542,865
Equity attributable to owners of the parent company		•	
Non-controlling interests		210,513 12,676,293	279,792 11,822,657
		12,070,293	11,022,037

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

Julen Broundy styl

Pat Walls

Director

Director

20 December 2022

20 December 2022

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Company Statement of Financial Position

at 30 September 2022

		2022	2021
	Notes	£	£
Fixed assets			
Tangible assets	11	3,226,051	3,318,583
Investments	12	1,103,199	1,092,939
		4,329,250	4,411,522
Current assets			
Cash		654,929	3,311,611
Stocks	13	6,092,243	4,291,566
Debtors	14	4,772,016	2,418,821
		11,519,188	10,021,998
Creditors: amounts falling due within one year	15	{2,674,477}	(2,322,803)
Net current assets		. 8,844,711	7,699,195
Total assets less current liabilities		13,173,961	12,110,717
Accruals and deferred income			
Deferred government grants	18	(5,244)	(10,356)
Provisions for liabilities			
Deferred taxation	7(c)	(437,456)	(323,896)
Total assets less liabilities		12,731,261	11,776,465
Capital and reserves			
Called up share capital	16	272,000	272,000
Capital redemption reserve		48,000	48,000
Profit and loss account		12,411,261	11,456,465
		12,731,261	11,776,465

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

Torben Braendgaard

Pat Walls

Director

Director

20 December 2022

20 December 2022

Par Wally

Group Statement of Cash Flows

for the year ended 30 September 2022

	2022	2021
Note	£	£
Net cash generated from operating activities 17	1,886,045	2,077,243
Investing activities		
Interest paid	(4,364)	(5,759)
Interest received	8,825	26,219
Loan to parent undertaking	(2,399,000)	(4,000,000)
Repayments of loan to parent undertaking	•	7,181,200
Payments to acquire tangible fixed assets	(508,618)	(610,245)
Proceeds from sale of tangible fixed assets	31,645	48,300
Net cash (used in)/generated from investing activities	(2,871,512)	2,639,715
Financing activities		
Dividends paid	(1,632,000)	(1,632,000)
Net cash used in financing activities	(1,632,000)	(1,632,000)
(Decrease)/increase in cash	(2,617,467)	3,084,958
Effect of exchange rate changes	(39,215)	(3,422)
Cash and cash equivalents at beginning of the year	3,311,611	230,075
Cash and cash equivalents at 30 September	654,929	3,311,611

at 30 September 2022

1. Accounting policies

Statement of Compliance

Bulrush Horticulture Limited is a private company limited by shares incorporated in Northern Ireland. The Registered Office is Newferry Road, Bellaghy, Co. Derry, BT45 8ND.

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 30 September 2022.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements are presented in Pounds Sterling which is also the functional currency of the company and rounded to the nearest Pound.

Basis of consolidation

The group financial statements consolidate the financial statements of Bulrush Horticulture Limited and its subsidiary undertakings drawn up to 30 September 2022.

Subsidiarles are consolidated from the date on which the group obtains control and continue to be consolidated until the date that such control ceases. Control comprises the power to govern the financial and operating policies of the investee so as to obtain benefit from its activities.

In accordance with the exemptions allowed by section 408 of the Companies Act 2006 the Company has not presented its own profit and loss account.

Going concern

The group's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposures to price, credit, liquidity and cash flow are described in the Strategic Report.

The directors have considered the group and company's financial performance and cash flows for the period to 31 December 2023, including modelling sensitivities that consider the risk of reductions in revenues due to more adverse trading conditions. These financial forecasts and sensitivities show the group and company are expected to continue to be cash generative taking account of possible changes in trading performance and will continue to operate within their facilities and meet their obligations as they fall due for the period to 31 December 2023.

However, these forecasts assume cash lent by the group and company to its parent undertaking Pindstrup Mosebrug A/S will be repaid to the group and company during the traditional winter months of lower sales activity. Pindstrup Mosebrug A/S has confirmed that it will continue to provide financial support to the company for the period to 31 December 2023, including repaying amounts owed to the group and company as and when required. The directors are satisfied that Pindstrup Mosebrug A/S has sufficient cash and liquidity to provide this support. In particular, both the directors of the company and those of Pindstrup Mosebrug A/S have considered the financial performance and cash flows of the Pindstrup Mosebrug A/S group, including modelling sensitivities that consider the risk of reductions in revenues due to more adverse trading conditions, and which indicate Pindstrup Mosebrug A/S is expected to continue to be cash generative and meet its obligations as they fall due for the period to 31 December 2023. Consequently, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

at 30 September 2022

1. Accounting policies (continued)

Goodwill

Positive goodwill arising on acquisitions is capitalised, classified as an asset in the statement of financial position and amortised on a straight-line basis over the directors' estimate of its useful economic life of 20 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Tangible fixed ossets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such costs include costs directly attributable to making the asset capable of operating as intended. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a systematic basis over its expected useful life as follows:

Short leasehold and freehold bog land – 20-50 years
Buildings – 20 years
Bog development – 20 years
Plant and machinery – 4-10 years
Motor vehicles – 4 years
Computer equipment – 4 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Investments

Investments are stated at cost less provision for impairment losses. The carrying values of fixed asset investments are reviewed for Impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Government grants

Government grants are recognised when it is reasonable to expect that the grants will be received and that all related conditions will be met. Capital-based government grants are treated as a deferred credit, a portion of which is credited to the profit and loss account annually over the expected useful lives of the relevant assets. Revenue-based government grants are credited to income so as to match them with the expenditure to which they relate.

Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement.

Stocks

Stocks are valued at the lower of cost and estimated net realisable value. Cost comprises all costs incurred in bringing each product to its present location and condition, as follows:

Raw materials and consumables - purchase cost

Finished goods - cost of direct materials and labour plus attributable overheads based on a normal level of activity

at 30 September 2022

1. Accounting policies (continued)

Cosh

Cash in the balance sheet comprise cash at banks and in hand. For the purpose of the consolidated cash flow statement, cash consist of items defined above, net of outstanding bank overdrafts.

Operating leases

Rentals in respect of operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Deferred toxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold
- Provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more
 likely than not that there will be suitable taxable profits from which the future reversal of the
 underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Revenue recognition

Revenue is recognised to the extent that the group obtains the right to consideration. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. The following criteria must also b met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised wen the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, the amount of revenue can be measure reliably, it is probable that the economic benefits associate with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Pensions

The group operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as incurred.

at 30 September 2022

1. Accounting policies (continued)

Foreign currencies

Company

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss accounts

Group

Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The assets and liabilities of overseas subsidiary undertakings are translated into the presentational currency at the rate of exchange ruling at the balance sheet date. Income and expenses for each statement of comprehensive income are translated at exchange rates at the dates of transaction. All resulting exchange differences are recognised in other comprehensive income.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

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

Investments in subsidiary undertakings

On 29 June 2006 the Company acquired 50% of the issued share capital of Clover Peat Products Limited ("Clover Peat"). While the Company has 50% of the voting rights in Clover Peat, currently the Company only has rights to 25% of dividends and any assets on a winding up. Put and call options with equivalent terms were entered into on the same date that enable the Company to be entitled to a further 25% of these rights at a provisional accrued consideration of €540,000. Further, the directors of the Company consider that the Company has operational and board control of Clover Peat, both by virtue of agreements in place regarding the management of Clover Peat and how in practice that company is managed. Consequently, the directors have assessed that it is appropriate to treat Clover Peat as a subsidiary undertaking of the Company.

The following are the groups key sources of estimation uncertainty:

Stock physical quantification

Quantification of the physical volumes of extracted peat is inherently judgemental due to various factors, particularly the profile of the piles and the degree to which the peat has been compressed since extraction. The group utilises an external expert on a monthly basis to measure volumes of piles of extracted peat that are not uniform or straight at base level. The expert uses equipment which is stored on an AutoCAD file. The group's engineering department use these files on AutoCAD software installed to confirm stocktake volumes. At year end the expert's measurements are tested against internal drone aerial photography and conversion software which calculates stock volumes. Allowances are also made for the degree of compression of the peat based on the length of time from extraction and physical conditions, and actual yields achieved on removal of extracted peat from each pile.

at 30 September 2022

1. Accounting policies (continued)

Judgements and key sources of estimation uncertainty (continued)

Contingent consideration payable

On 29 June 2006 the Company acquired 50% of the issued share capital of Clover Peat Products Limited ("Clover Peat") for an initial consideration of £369,092. As noted above the Company only has rights to 25% of dividends and any assets on a winding up. A further €540,000 becomes payable to the other Clover Peat shareholders on the exercise of put and call options entered into on 29 June 2006 that give the Company a right to a further 25% of dividends and assets on a winding up. The directors continue to assess that these options could be exercised by either party within 12 months of the balance sheet date and hence have recognised £474,768 within creditors due within one year at 30 September 2022 (2021 - £464,508).

2. Turnover

Turnover represents the amounts derived from the provision of goods which fall within the Group's ordinary activities, all of which are continuing, stated net of value added tax.

Turnover is generated from the production of substrates for the retail, wholesale and professional growers' market. The group operates throughout Ireland and the United Kingdom.

The analysis of turnover between different classes of business and the geographical analysis have been amitted because, in the opinion of the directors such disclosure would be seriously prejudicial to the interests of the group.

3. Operating profit

This is stated after charging/ (crediting):

		2022	2021
		£	£
Auditor's remuneration:			
Fees payable to the Group's at	uditors for the audit of the consolidated		
financial statements		25,300	23,500
Fee payable to the Group's au	ditor for other services:		
 The audit of the subsidia. 	ries	3,500	3,200
- Other assurance services		1,350	1,250
- Tax compliance services		18,063	16,482
Amortisation of goodwill (note	10)	9,483	15,894
Depreciation of owned fixed a	ssets (note 11)	692,491	686,810
Operating lease rentals -	land and buildings	163,121	155,713
-	Other	13,001	13,592
Capital grant release (note 18)		(5,112)	(5,063)
Profit on disposal of tangible fi	xed assets	31,645	29,133
Foreign exchange differences		131	9,803

at 30 September 2022

4. Directors' remuneration

	2022	2021
	£	£
Remuneration	358,173	385,956
Company contributions to defined contribution pension scheme	28,252	42,092
	No.	No.
Members of defined contribution pension schemes	2	2
The amounts in respect of the highest paid director are as follows:		
	2022	2021
	£	£
Remuneration	331,092	345,393
Company contributions paid to defined contribution pension schemes	2,757	16,305

The directors of the Company are also considered to represent the group's key management personnel.

at 30 September 2022

5.	Staff costs		
		2022	2021
		£	£
	Wages and salaries	2,961,782	2,817,629
	Social security costs	321,333	294,340
	Other pension costs	101,589	119,267
		3,384,704	3,231,236
	The average monthly number of employees during the year was made u	o as follows:	
		No.	No.
	Management	8	8
	Administration	8	7
	Production, distribution and sales	58	60
		74	75
6 .	Interest		
••		2022	2021
		£	£
	Group loan interest	8,825	26,218
	Interest receivable and similar income	8,825	26,218
	Group loan interest	(4,109)	(1,474)
	Bank and other interest	(2,250)	(4,285)
	Interest payable and similar expenses	(6,359)	(5,759)

at 30 September 2022

7. Tax

(a) Tax on profit

The tax charge is comprised as follows:

	2022	2021
	£	£
Current tox:		
UK corporation tax on the profit for the year	582,241	826,937
Adjustments in respect of previous years	(6,198)	17,271
Total current tax	576,043	844,208
Deferred tox:		
Timing differences arising in the year	41,721	(105,819)
Adjustments in respect of previous years	71,839	(1,541)
Impact of rate change on deferred tax	•	104,094
Total deferred tax charge/(credit)	113,560	(3,266)
Total tax charge	689,603	840,942

(b) Factors affecting current tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022	2021
	£	£
Profit before taxation	3,164,797	3,769,998
Profit before taxation multiplied by 19%	601,311	716,300
Effects of:		
Adjustments in respect of previous years	65,641	15,730
Impact of disallowed expenses and non-qualifying assets	11,448	27,897
S440 TCA 1997 surcharge	•	597
Difference in tax rate	10,420	79,545
Movement in unrecognised deferred tax	783	873
Total tax for the year (note 7(a))	689,603	840,942

at 30 September 2022

7. Tax (continued)

(c) Deferred tax

		Group and company £
At 1 October 2021		323,896
Charge to the profit and loss account		113,560
At 30 September 2022	-	437,456
Deferred taxation provided in the financial statements is comprised as fo	llows:	
Group and company	2022	2021
	£	£
Capital allowances in advance of depreciation	437,157	329,630
Other timing differences	(35,701)	(5,734)
	437,456	323,896

The headline rate of UK corporation tax remained at 19% for the period, following the enactment of Finance Act 2020 on 22 July 2020. The Finance Bill 2021, published on 11 March 2021 and substantively enacted on 24 May 2021, includes a provision to change the standard rate of corporation tax from 19% to 25% with effect from 1 April 2023. Given that this rate was substantively enacted prior to the balance sheet date the closing deferred tax balances have been calculated by reference to the 25% rates as the larger proportion of the deferred tax balance is expected to unwind at this rate.

8. Profit attributable to members of the parent undertaking

The profit dealt with in the financial statements of the parent was £2,586,796 (2021 - £3,032,819).

9. Dividends

	2022	2021
	£	£
Interim paid of £6 per share (2021 - £6 per ordinary share)	1,632,000	1,632,000

at 30 September 2022

10.	Intangible	fixed	assets
-----	------------	-------	--------

Group	Goodwill
	£
Cost:	
At 1 October 2021	182,591
Effect of retranslation of deferred consideration	10,260
At 30 September 2022	192,851
Amortisation:	
At 1 October 2021	144,658
Charge for the year	9,483
At 30 September 2022	154,141
Net book value:	
At 30 September 2022	38,710
At 1 October 2021	37,933

at 30 September 2022

11.	Tan	eible	fixed	assets

	Land and	Вод	Plant and	Motor	Assets Under	
Group	buildings	development	machinery	vehicles	Construction	Total
	£	£	£	£	£	£
Cost:						
At 1 October 2021	5,935,804	2,377,647	14,056,161	103,178	•	22,472,790
Additions	41,165	5,373	148,564	64,000	249,516	508,618
Disposals			(1,611)	(54,595)	•	(56,206)
Retranslation of foreign subs	6,497	12,137	· ·	•	-	18,634
At 30 September 2022	5,983,466	•	14,203,114	112,583	249,516	22,943,836
Depreciation:						
At 1 October 2021	4,249,059	1,584,075	12,482,330	84,728	-	18,400,192
Charge for the year	203,558	75,616	394,874	18,443	•	692,491
Relating to disposals	-		(1,611)	(54,595)	•	(56,206)
Retranslation of foreign subs	4,234	10,766	<u> </u>			15,000
At 30 September 2022	4,456,851	1,670,457	12,875,593	48,576	-	19,051,477
Net book value:						
At 30 September 2022	1,526,615	724,700	1,327,521	64,007	249,516	3,892,359
At 1 October 2021	1,686,745	793,572	1,573,831	18,450	•	4,072,598
	Land and	Bog	Plant and		Assets Under	
Company	_	development	machinery		Construction	Totai
	£	£	£	£	£	£
Cost:						
At 1 October 2021	4,590,301	1,828,155	14,063,188	103,178	-	20,584,822
Additions	41,165	5,373	148,564	64,000	249,516	508,618
Disposals		•	(1,611)	(54,595)		(56,206)
At 30 September 2022	4,631,466	1,833,528	14,210,141	112,583	249,516	21,037,234
Depreciation:						
At 1 October 2021	3,406,498	1,285,658	12,489,357	84,726	•	17,266,239
Charge for the year	139,992		394,874	18,443		601,150
Relating to disposals	355,552	77,041	(1,611)	(54,595)		(56,206)
At 30 September 2022	3,546,490	1,333,499	12,882,620	48,574		17,811,183
Net book value:	5,575,750	2,000,400	12,002,020	70,277	-	1,011,100
At 30 September 2022	1,084,976	500,029	1,327,521	64,009	249,516	3,226,051
At 1 October 2021	1,183,803	. ————	1,573,831	18,452	243,310	3,318,583
WE T OPTONE! FAST	<u> </u>	344,437	1,073,031	10,432	<u> </u>	2,210,203

at 30 September 2022

12. Investments

		Listed in UK	
Graup		at cost	Total
		£	£
Cost and net book value:			
At 1 October 2021		144	144
At 30 September 2022	•	144	144
Company	Listed in UK	Subsidiary undertokings	Totai
Company	£	£	£
Cost and net book value:			
At 1 October 2021	144	1,092,795	1,092,939
Effect of retranslation of deferred consideration	<u>-</u>	10,260	10,260
At 30 September 2022	144	1,103,056	1,103,199

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows:

Company	Country of incorporation (or registration) and operation	Nature of business	Proportion of ordinary share held
Bulrush Peat Company Limited	Newferry Road, Bellaghy, Magherafelt, 8T45 8ND	Dormant*	100%
burgsh reat Company Limited	2 Shelbourne Buildings, Crampton	Dormanc	100%
Bulrush Peat (Ireland) Limited	Avenue, Dublin 4	Dormant	100%
Clover Peat Products Limited	2 Shelbourne Buildings, Crampton Avenue, Dublin 4	Bog ownership and peat extraction	50%**

^{*} The directors consider that the Bulrush Peat Company Limited is entitled to exemption from the requirement to have an audit under the provisions of Section 480 of the Companies Act 2006 ("the Act") and members have not required the subsidiary to obtain an audit of its accounts for the period in question in accordance with Section 476 of the Act.

^{**} See note 1 "Judgements and key sources of estimation uncertainty".

at 30 September 2022

13. Stocks

13.	210CK2				
			Group		Company
		2022	2021	2022	2021
		£	£	£	£
	Raw materials	2,049,111	1,549,803	2,049,111	1,549,803
	Consumables and other stock	3,048,476	2,029,370	3,048,476	2,029,370
	Finished goods	994,656	712,393	994,656	712,393
		5,092,243	4,291,566	6,092,243	4,291,566
14.	Debtors				
14.	Debtors				
			Group		Company
		2022	2021	2022	2021
		£	£	£	£
	Trade debtors	1,526,862	2,047,911	1,526,862	2,047,911
	Loan to parent undertaking	2,399,000	•	2,399,000	-
	Prepayments and accrued income	486,506	151,828	486,506	151,828
	Amounts due from other group undertaking	14,843	12,296	14,843	12,296
	Amounts due from subsidiary undertakings	-	•	131,616	115,047
	Other debtors	213,176	91,809	213,189	91,809
	Foreign corporation tax		445	_	•

The loan to parent undertaking is subject to 1.5% interest per annum accrued at the end of each month. Prepayments and accrued income includes an unamortised prepaid long-term lease amounting to £67,500 (2021 - £97,500). This is to be amortised over a period of 6.5 years.

4,640,387

2,304,289

15. Creditors: amounts falling due within one year

	Group			Compony
	2022	2021	2022	2021
	£	£	£	£
Trade creditors	697,234	250,030	697,234	250,029
Current corporation tax	39,225	56,929	39,225	56,929
Other taxes and social security costs	74,937	79,073	74,937	79,073
Contingent consideration	474,768	464,508	474,768	464,508
Amounts due to parent undertaking	11,649	89,970	11,649	89,970
Amounts due to subsidiary undertaking	-	-	504,054	504,100
Accruals and other creditors	901,966	920,722	872,610	878,194
	2,199,779	1,861,232	2,674,477	2,322,803

at 30 September 2022

16. Issued share capital

		2022			2021	
Allotted, called up and	fully paid	No.	£	No.	£	
Ordinary shares of £1	each	272,000	272,000	272,000	272,000	

17. Notes to the statement of cash flows

Reconciliation of operating profit to net cash generated from operating activities

	2022	2021
	£	£
Operating profit	3,162,513	3,749,538
Goodwill amortisation (note 10)	9,483	15,894
Depreciation (note 11)	692,491	686,810
Profit on sale of fixed assets	(31,645)	(29,133)
Increase in stocks	(1,800,686)	(572,277)
Decrease/(increase) in operating debtors and prepayments	60,314	(131,510)
Increase/(decrease) in operating creditors and accruals	353,819	(471,342)
Capital grant release (note 18)	(5,112)	(5,063)
Taxation		
Corporation tax paid	(555,132)	(1,165,674)
Net cash generated from operating activities	1,886,045	2,077,243

18. Deferred government grants

Group and company	2022	2021
	£	£
At 1 October	10,356	13,798
Release for the year	(5,112)	(5,063)
Received in the year	•	1,621
At 30 September	5,244	10,356

19. Pensions

The group operates a defined contribution scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension costs charge represents contributions payable by the group to the fund and amounted to £101,589 (2021 – £119,267) of which of £41,841 (2021 – £41,940) is accrued. The accrued amount is included in Other creditors in note 15.

2077

7/121

at 30 September 2022

20. Other financial commitments

Future minimum rentals payable under operating leases as at 30 September follow:

Group and Company	2022			2021
	Land and		Land and	
	buildings	Other	buildings	. Other
	£	£	£	£
Not later than one year	60,000	8,667	60,000	13,001
Later than one year and not later than five				
years	240,000	•	240,000	8,667
Later than five years	330,000	•	390,000	•
	630,000	8,667	690,000	21,668

21. Contingent liabilities

A floating charge exists over the assets of the Company in favour of its bankers with respect to any bank liabilities arising during the course of the year.

22. Related party transactions

During the year the group entered into transactions, in the ordinary course of business, with other related parties with details as follows:

	Sales to related party	Purchases from related party	Amounts owed from related porty	' '
	£	£	£	E
At 30 September 2022				
Entities with control, joint control or significant influence over the group	422,334	91,855	14,843	11,649
Entities over which the entity has control, joint control or significant influence	6.037	_	131.616	
,	•		•	•
Other related parties	970	208,043	-	_
	429,341	299,898	146,459	11,649

at 30 September 2022

22. Related party transactions (continued)

	Sales to related party	Purchases from related party	Amounts owed from related party	Amounts owed to related party
	£	£	£	£
At 30 September 2021				
Entities with control, joint control or significant influence over the group	571,634	83,390	9,304	8,930
Entities over which the entity has control, joint control or significant influence	29,181	-	115,047	-
Other related parties	3,627	212,852	2,993	81,040
	604,442	296,242	127,344	89,970

Sales and purchases between related parties are made at normal market prices. Outstanding balances with entities are unsecured, interest free and cash settlement is expected within 60 days of invoice. No entity has provided or benefited from any guarantees for any related party receivables or payables.

Bulrush Horticulture Limited makes payments on behalf of Clover Peat Products Limited, which are recharged and Included in the Amounts owed from related party balance at year end under other related parties.

During the year ended 30 September 2022, no provision for doubtful debts relating to amounts owed by related parties (2021 – nil) were made.

23. Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party of the Company is Pindstrup Mosebrug A/S, a company incorporated in Denmark. Bulrush Hortlculture Limited, and its subsidiary undertakings, are included in the group financial statements of Pindstrup Mosebrug A/S. Copies of Pindstrup Mosebrug A/S's financial statements can be obtained from Pindstrup, DK – 8550, Ryomgard, Denmark.