C J WILDBIRD FOODS LIMITED

FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2013

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C J WILDBIRD FOODS LIMITED COMPANY INFORMATION AS AT 31 MARCH 2013

Registered number

2101581

Executive Directors

Mr A J Cordery

Mr J W T M Thomassen

Mr D Jardine

Non-Executive Directors

Mr A R Lofthouse

Company Secretary

Mr A J Cordery

Registered office

The Rea Upton Magna Shrewsbury

Shropshire SY4 4UR

Auditors

Heywoods

Registered Auditors Chartered Accountants Countrywide House

Knights Way

Battlefield Enterprise Park

Shrewsbury Shropshire SY1 3AB C J WILDBIRD FOODS LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2013

Financial statements

The Directors present their report and the audited financial statements for the year ended 31 March 2013

Principal activity

The principal activity of the Company is the production, wholesale distribution and retail sale of wild animal and bird foods and related products

Review of the business

The Company has continued to make progress, despite the general difficulties in global business confidence and activity levels. Customer service levels continue to improve and several initiatives have been introduced to assist the growth and profitability of the business.

The Directors are satisfied with the results for the year and view the future with confidence, believing that the Company continues to be well placed to achieve further considerable growth

Going Concern

In accordance with the recommendations of the Financial Reporting Council, the Directors have carried out an assessment of whether the Company is a going concern when preparing the financial statements

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Post Balance Sheet events

No matters or circumstances have arisen since the end of the financial year which significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in the subsequent financial year

Segmental reporting

The directors believe that the disclosure of geographical sales data would be seriously prejudicial to the interests of the company. Therefore, no such disclosure has been made in these Financial Statements in accordance with the exemption available under paragraph 55(5) of schedule 4 of the companies act 2006.

Overseas Branches

The Company has branches in Holland and Lithuania

Directors

The Directors of the Company during the year were as follows

Mr A J Cordery

Mr J W T M Thomassen

Mr D Jardine

Mr A R Lofthouse

Mr C J Whittles and Mrs C A Whittles served as Directors during the year They resigned on 30th November 2012

Key Performance Indicators

The Company uses a variety of performance indicators to monitor its performance, help it improve and increase its efficiency. The most business critical performance measures are cash flow and gross margin. The Directors are satisfied with the Company's performance in the year in relation to these measures.

C J WILDBIRD FOODS LIMITED DIRECTORS' REPORT continued FOR THE YEAR ENDED 31 MARCH 2013

Principal risks and uncertainties

In common with most companies, the Company faces strategic, commercial, financial, operational, social and environmental risks. Such risks also present opportunities. Risk management is a fundamental discipline within the Company that ensures risks are managed and opportunities reviewed on a regular basis, but it is not possible, or even desirable, to eliminate all risks. In particular, the Company strives for excellence in its products and on service which should give its customers a satisfying and enjoyable experience in their contacts with it and also satisfy the demands of the ultimate end user, our wildlife. The diversity of its business reduces the Company's overall risk profile and there are no current, specific risks that are unusual to the business. The Directors are satisfied with the risk management controls within the Company.

Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company for that period. In preparing those financial statements, we are required to

- select suitable accounting policies and apply them consistently,
- make reasonable and prudent judgements and estimates,
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps, for the prevention and detection of fraud and other irregularities.

As far as the Directors are aware

- there is no relevant audit information (information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware, and
- the Directors have taken all the steps that they ought to have taken to make themselves aware of any
 relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

Heywoods have offered themselves for re-appointment as auditors of the Company

Board approval

This report was approved by the Board of Directors on 25th September 2013

On behalf of the Board

Mr A J Cordery Company Secretary

C J WILDBIRD FOODS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CJ WILDBIRD FOODS LIMITED

We have audited the financial statements of CJ Wildbird Foods Limited for the year ended 31 March 2013 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's shareholders, as a body, in accordance with Section 495 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of Directors and Auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practise) are set out in the statement of Directors' responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 2006. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes an examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted
 Accounting Practice, of the state of the Company's affairs as at 31 March 2013, and of its profit for the year then
 ended,
- the financial statements have been properly prepared in accordance with the Companies Act 2006, and
- the information given in the Directors' Report is consistent with the financial statements

Alan R Payne FCA (senior statutory auditor)

For and on behalf of Heywoods Registered Auditors & Chartered Accountants

25th September 2013

Knights Way,
Battlefield Enterprise
Park,
Shrewsbury,
Shropshire,
SY1 3AB.

Countrywide House,

C J WILDBIRD FOODS LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £	2012 £
Turnover		20,310,474	18,529,181
Cost of sales		13,447,705	12,905,385
Gross profit		6,862,769	5,623,796
Operating costs Selling and Marketing costs Administration expenses		3,156,328 2,557,867	2,996,832 2,298,375
Operating profit		1,148,574	328,589
Net interest payable and non operating costs	2	181,986	157,122
Profit on ordinary activities before taxation and dividends	3	966,588	171,467
Taxation Dividends paid	4	256,436 154,875	62,292 -
Retained profit for the year	13	£ 555,277 £	109,175

Movements in reserves are shown in note 14

There were no recognised gains and losses in 2013 or 2012 other than the profit for those periods

C J WILDBIRD FOODS LIMITED REGISTERED NUMBER 2101581 BALANCE SHEET AS AT 31 MARCH 2013

	Notes	2013 £	2012 £
Fixed assets			
Intangible assets	5	100,167	125,217
Tangible assets	6	3,395,444	1,131,849
Investments	7	10,390	10,390
		3,506,001	1,267,456
Current assets			
Stocks		2,872,352	4,111,415
Debtors	8	1,947,398	1,565,493
Bank balances & cash		1,026,102	182,287
		5,845,852	5,859,195
Creditors due within one year			
Trade & other creditors	9	2,065,932	1,681,601
Bank & term loans		241,180	52,479
Bank overdraft	10	-	900,335
		2,307,112	2,634,415
Net current assets		3,538,740	3,224,780
Total assets less current liabilities		7,044,741	4,492,236
Creditors due after one year	11	2,038,132	40,904
Total net assets		£ 5,006,609 £	4,451,332
Capital and reserves Called up share capital	12	120,000	120,000
Capital Redemption Reserve Profit & Loss account	13	80,000 4,806,609	80,000 4,251,332
Shareholders' funds	14	£ 5,006,609 £	4,451,332

Mr J W T M Thomassen Director

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The financial statements on pages 6 to 16 were approved by the Board on 25th September and signed on its behalf by $Mr\ J\ W\ T\ M$ Thomassen

C J WILDBIRD FOODS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £	2012 £
Net cash inflow/(outflow) from operating activities	15	2,656,612	(276,954)
Returns on investments and servicing of finance interest received Interest paid Funds provided to an associate company		4,543 (35,341) (151,188)	1,175 (7,909) (150,388)
Net cash outflow from returns on investments and servicing of finance		(181,986)	(157,122)
Capital expenditure and financial investment Payments to acquire fixed assets Receipts from the sale of fixed assets		(2,788,092) 38,069	(576,197)
Net cash outflow for capital expenditure and financial investment		(2,750,023)	(576,197)
Financing Bank and other Term Loans		2,226,833	(166,563)
Taxation Corporation tax paid during the year		(52,411)	(644,179)
Net cash inflow/(outflow) from financing and taxation		2,174,422	(810,742)
Dividends paid during period		(154,875)	-
Increase/(decrease) in cash	16 £	1,744,150 £	(1,821,015)

1 Accounting policies

Turnover

Turnover represents the amount derived from the provision of goods and services which fall within the Company's ordinary activities, stated net of value added tax

Accounting convention

The financial statements have been prepared under the historical cost convention and comply with the financial reporting standards of the Accounting Standards Board

Goodwill

Purchased goodwill is capitalised and is amortised on the straight line basis over the estimated useful economic life of between 1 and 5 years

Other intangible fixed assets

Other intangible fixed assets comprise patents, trademarks and registered designs which are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost of these assets on the straight line basis over their estimated useful lives. Due to their differing useful lives, the rates of amortisation vary between 5% and 100% per annum.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of each asset on the straight line basis over its expected useful life. In general the rates of depreciation are as follows.

Buildings	2%
Plant and machinery	15%
Fixtures, fittings & tools	10%
Computer equipment	33%
Office equipment	20%
Motor vehicles	25%

Fixed asset investments

Fixed asset investments are stated at cost less provision for permanent diminution in value

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

Pension costs

The Company makes contributions to defined contribution pension schemes for the benefit of eligible employees and Directors. Contributions are charged to the profit and loss account as they become payable.

1 Accounting policies continued

Deferred taxation

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 a right to pay less or receive more, tax at some future date. Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the period in which the timing differences reverse, based on the tax rates and laws enacted or substantially enacted at the Balance Sheet date

Transactions in foreign currencies

Profit and loss account transactions in foreign currencies are translated into sterling at the exchange rate in operation on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates. All revaluation differences and realised foreign exchange differences are taken to profit and loss.

2	Net interest	payable and not	n operating costs
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	Net interest payable and non operating costs		
		2013	2012
		£	£
	Bank interest payable	14,200	7,909
	Loan interest	21,141	_
	Interest receivable	(4,543)	(1,175)
	Provision against loan to associate company	151,188	150,388
		181,986	157,122
3	Profit on ordinary activities before taxation		
	, and an arrange and arrange and arrange and arrange a	2013	2012
		£	£
	Operating profit is stated after charging/(crediting)		
	Auditors' remuneration	12,000	12,000
	Amortisation of intangible assets	53,417	51,694
	Depreciation of fixed assets	458,061	397,730
	Pension costs	89,625	132,263
	Foreign currency exchange losses/(gains)	(63,652)	96,830

Taxation Analysis of charge in period	2013 £	2012 £
Current Tax	205 242	E2 411
Corporation tax Adjustment in respect of prior periods	295,313 (7,270)	52,411 26,312
Total Current Tax	288,043	78,723
Deferred Tax		
Origination and reversal of timing differences Adjustment in respect of prior periods	(28,335)	(15,733) 1,568
Effect of tax rate change on opening balance	(3,272)	(2,266)
Total Deferred Tax	(31,607)	(16,431)
Tax on profit on ordinary activities	256,436	62,292
explained below	2013	2012
	£	£
Profit on ordinary activities before tax	<u>966,588</u>	171,467
Tax on profit on ordinary activities at the standard rate of Corporation tax in the UK of 24% (2012, 26%)	231,981	44,581
Effects of		
Expenses not deductible for tax purposes	19,337	4,641
Depreciation for period in excess of capital allowances Other short term timing differences	29,189 377	17,208 (845)
Tax credits	-	(15,723)
Adjustments to tax charge in respect of previous periods	(7,270)	26,312
Expenses not deductible for tax purposes - fixed assets Marginal relief	17,016 (2,587)	2,549 -
Current tax charge for period	288,043	78,723

5	Intangible fixed asse	ets						
	Ç					Goodwill	Other intangible assets	Total
						£	£	£
	Cost At 31 March 2012 Additions Disposals					294,783 - -	559,763 28,367	854,546 28,367
	2.00000.0							
	At 31 March 2013					294,783	588,130	882,913
	Amortisation At 31 March 2012 Charge for year Disposals					294,783 - -	434,546 53,417 -	729,329 53,417 -
	At 31 March 2013					294,783	487,963	782,746
	Net book amounts At 31 March 2013					_	100,167	100,167
	7 tt 0 1 that 0 17 20 70							<u> </u>
	At 31 March 2012						125,217	125,217
6	Tangible fixed asset	ts Buildings	Plant & machinery	Fixtures, fittings & tools	Office furniture & equipment	Computer equipment	Motor vehicles	Total
		£	£	£	£	£	£	£
	Cost At 31 March 2012 Additions Disposals	1,070,475 2,290,354 -	2,570,402 181,314 -	1,018,915 33,296 (28,402)	484,206 26,315 -	1,045,042 210,496 -	169,428 17,950 (33,524)	6,358,468 2,759,725 (61,926)
	At 31 March 2013	3,360,829	2,751,716	1,023,809	510,521	1,255,538	153,854	9,056,267
	Depreciation At 31 March 2012 Charge for year Disposals	829,701 73,581 -	2,242,672 116,671 -	776,003 50,662 (10,588)	480,467 23,309 -	840,168 156,065 -	57,608 37,773 (13,269)	5,226,619 458,061 (23,857)
	At 31 March 2013	903,282	2,359,343	816,077	503,776	996,233	82,112	5,660,823
	-	· .						
	Net book amounts At 31 March 2013	2,457,547	392,373	207,732	6,745	259,305	71,742	3,395,444
	At 31 March 2012	240,774	327,730	242,912	3,739	204,874	111,820	1,131,849

7 Fixed asset investments

rixed asset investments	2013 £	2012 £
Investments at historic cost bought forward Trade investment amortised during the year	39,760 -	39,760 -
Investments at historic cost carried forward	39,760	39,760
Amortisation	29,370	29,370
Net book value	10,390	10,390

The fixed asset investments comprise ordinary shares in the following companies alongside which are listed the net shareholders funds as per their last published accounts for each year

	Country Incorporated	2013 £	2012 £
BirdCare Limited	England	2,268	2,268
Subbuteo Natural History Books Limited	England	(3,961)	(3,961)
Lin Lights Limited	England	1	1
CJ Wildlife Limited	England	1	1
Arlequin Press Limited	England	2	2
Thomassen Trading BV	Holland	(606)	(606)
Vivara Sp z o o	Poland	(6,984)	(6,984)
Birdforum Limited	England	(1,118,498)	(975,529)

The accounting reference date for these companies is 31 March. With the exception of Birdforum Limited, all the companies are dormant and wholly owned

The Company has a 50% shareholding in Birdforum Limited Birdforum Limited accounts have not been consolidated as the Directors believe that this would be misleading to shareholders

8	Debtors		
		2013	2012
		£	£
	Amounts falling due within one year		
	Trade debtors	1,358,081	962,864
	Other debtors	513,478	527,012
	Loan to subsidiary	75,839	75,617
			1,565,493
9	Trade & other creditors		
		2013	2012
		£	£
	Amounts falling due within one year		
	Trade creditors	472,640	708,294
	Other creditors	1,190,606	819,443
	Social security & other taxes	105,344	101,451
	Corporation tax	297,342	52,413
		2,065,932	1,681,601

10 Bank overdraft and Loans

The overdraft facility and loans with Rabobank are secured by a fixed and floating charge over the Company's assets which was registered on 30th November 2012

11 Creditors due after one year

	2013 £	2012 £
Deferred tax liability arises from Accelerated capital allowances Short term timing differences	8,451 846	39,591 1,313
Provision for deferred tax	9,297	40,904
Deferred tax provision at start of period Deferred tax write back in profit and loss account for year	40,904 (31,607) 9,297	57,335 (16,431) 40,904
Bank and other Term Loans due in 2 to 5 years Bank and other Term Loans due in over 5 years	936,394 1,101,738	- -
	2,047,429	40,904

12	Called up share capital				
		2013 Number o	2012	2013 £	2012 £
		Number o	n Shares	2	4-
	Authorised ordinary voting shares class A Authorised ordinary voting shares class B	100,000 100,000	200,000	200,000 200,000	200,000
	Issued, allotted, and fully paid ordinary shares class A Issued, allotted, and fully paid ordinary shares class B	60,000 60,000	120,000	60,000 60,000	120,000
13	Profit and loss account				
				2013 £	2012 £
	Opening balance			4,251,332	4,142,157
	Retained profit for the year			555,277	109,175
	Movement in year			555,277	109,175
	Closing balance		:	4,806,609	4,251,332
14	Reconciliation of movements in shareholders' funds			2013 £	2012 £
	Profit for the financial year			555,277	109,175
	Opening shareholders' funds			4,451,332	4,342,157
	Closing shareholders' funds		:	5,006,609	4,451,332
15	Reconciliation of operating profit to cash flow				
	, , , , , , , , , , , , , , , , , , ,			2013 £	2012 £
	Operating profit Depreciation & amortisation Decrease/(increase) in stocks Increase in debtors Decrease/(increase) in creditors			1,148,574 511,478 1,239,063 (381,905) 139,402	328,589 449,424 (699,298) (250,491) (105,178)
	Net cash inflow from operating activities		:	2,656,612	(276,954)

16	Reconciliation of changes in cash flow						
		At 31 March 2012 £	Cash flow £	At 31 March 2013 £			
	Cash in hand & at bank	(718,048)	1,744,150	1,026,102			
	Totals	(718,048)	1,744,150	1,026,102			
17	Pension costs The company makes contributions to defined contribution pension schemes as set out below						
			2013 £	2012 £			
	Pension cost charged to profit on ordinary activities	:	74,625	73,263			
	Contributions outstanding, included under creditors due within one year		3,781				
18	Directors' emoluments						
			2013 £	2012 £			
	Directors' emoluments Pension scheme contributions		418,987 	420,258 59,000			
			2013 £	2012 £			
	Highest paid director amounts included above Emoluments		120,587	120,561			
	Contributions were made for 3 directors to money purchase pension schemes during 2012 (2011, 2)						
19	Employees						
			2013 £	2012 £			
	Aggregate salaries and wages Social security costs Other pension costs Other payroll costs		3,608,646 427,031 74,625 56,866	3,594,770 411,118 73,263 55,875			

The average number of employees was 163 (2012, 160)

20 Leasehold commitments

At the Balance Sheet date, the Company had annual commitments under Land & Buildings operating leases in excess of five years amounting to £75,500 per annum (2012, £125,533). Commitments under other operating leases within one year are £18,264 (2012, £23,529) and between two and five years are £17,635 per annum (2012, £18,345).

21 Related Parties

The Company has a 50% shareholding in Birdforum Limited. A loan has been made to this company during the year amounting to £151,188 (2012, £150,388), However, the Directors are of the opinion that this is not recoverable in the short term and therefore the loans have been provided for in this Company's accounts

On 1 December 2012, the company acquired land and property from Mr J W T M Thomassen, director and shareholder for £2,222,374 In addition to this, the company paid rent for the same property prior to acquisition of £208,695 (2012, £313,043)

During the year dividends were paid of £89,100 to Mrs C A Whittles, £32,887 to Mr A $\,$ J Cordery and £32,887 to Kraej Venroj B $\,$ V a company owned by Mr J W T M Thomassen