COOK PUDDINGS LIMITED
5719901

Company Registration No. 04611064 (England and Wales)

Companies House

COOK TRADING LIMITED

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

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COMPANY INFORMATION

Directors R E Steele

A E Perry E A Perry J E Perry

Secretary R E Steele

Company number 04611064

Registered office The COOK Kitchen

Eurolink Way Sittingbourne

Kent ME10 3HH

Registered auditors RSM UK Audit LLP

Hanover House

18 Mount Ephraim Road

Tunbridge Wells

Kent TN1 1ED

Bankers Barclays Bank PLC

50 Pall Mall London SW1Y 5AX

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

The directors present the strategic report and financial statements for the year ended 31 March 2015

Review of the business

Annual reports are usually dull, detailed documents full of figures and jargon that get read by very few people I hope ours is different

If you work for COOK, I hope you read this and feel justifiably proud about everything we achieved together last year I hope it brings back fond memories, raises the odd chuckle and makes you feel part of a remarkable company

If you are a shareholder, I hope you read this and feel your capital is in safe hands, not only increasing in monetary value but in the positive impact it can have on society

If you are a supplier, I hope you recognise your contribution to our success (we couldn't have done it without you) and have the desire to build an even stronger working relationship with us

Most importantly, if you are a customer (and I would love more customers to read this), I hope you feel that spending your money at COOK means not only getting the best-tasting, prepared food you can buy but also supporting a business that is about much more than making money. We know your pound is both precious and powerful and I can promise you we won't forget it

Of course, this report is mostly about celebrating the huge amount we achieved last year. But it is also important we remain true to our Churchill's Pig value and are clear about what didn't go to plan – although I'm happy to say there's far more of the former than the latter

The theme we chose for last year was One COOK We wanted to generate a greater sense of unity across the business and get people working more closely together, regardless of their department or role. We introduced the idea of Big Relationships as the foundation of an appreciative, "we" culture at COOK and slightly amended a famous quote from Mother Theresa. I can do what you cannot do, you can do what I cannot do, together we can do remarkable things.

Our success can be judged by the contents of this report and also by the fact that "One COOK" has become part of our language, an abbreviation for working together, putting ourselves in each other's shoes and seeking the best outcome not for ourselves as individuals but for us all collectively

I guess the headline as I look back at last year would be COOK keeps rocking. This was true in the straightforward business sense (record sales and profit). But more importantly, it was true with regards to the bigger purpose of COOK to use our business as a force for good in society.

This is a phrase we adopted from the B Corporation movement. There is no doubt that our certification as a B Corp 18 months ago has been the catalyst to clarifying our purpose and really starting to pursue it. The official launch of B Corporations in the UK this autumn is hugely exciting both for us as a company and for the movement to put business at the heart of positive social change. Inside you'll find, for the first time, a dedicated section reporting on our social impact — part of our commitment as a B Corp to measure what matters.

In terms of clarity of purpose, we still have work to do in terms of defining what we mean by "a force for good in society". This is a broad phrase and can be interpreted in many different ways. We need to figure out exactly what it means for COOK. To borrow another B Corp phrase, what is the change that we seek?

Where I am clear is regarding the means by which we will pursue that purpose through conducting Good Business, making Good Food, and building Good Relationships. This is what we mean when we talk about COOK For Good. It's not just the charity and community initiatives, important and rewarding though they are COOK For Good is about these three areas working in harmony business, food and relationships. It is a genuine, virtuous circle and the strategic lens through which we will continue to make big decisions.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

Of course, we are far from perfect. And one of the challenges and risks of being public about our purpose and beliefs is that we leave ourselves open to criticism from the cynics. We must take it in our stride and be open and honest about our failings (Churchill's Pig again)

There remains a lot of stuff about COOK that frankly isn't good (nor good enough). But we have charted our course and have a clear destination in mind. We have left the safe harbour and the seas will no doubt get rough at times. Last year the wind was in our sails and we made great progress. I'm truly grateful to have you all on board.

Good Business

As a business, COOK gets stronger every year. We don't measure our success purely in terms of sales and profit, but by growing these numbers we can reinvest in the business, provide new opportunities for our people and share out financial rewards.

We increased our annual sales to just shy of £50m (before £10 7m of trade/customer discounts), up 15% on the year before and over-achieved our profit target with underlying earnings of £4 1m, up 30% on last year, a great financial performance. After the start of the financial year, the shareholders agreed that 5% of profit for the year should be shared among staff, assuming we hit our profit target. At the same time we moved to a "no bonus" culture across the business and put in place plans to become an official Living Wage employer from July 2015. Based on the previous year's profit, we paid our first ever dividend to shareholders of £400,000.

At the start of the year we established a link with Eat Local, a business remarkably similar to ours with five shops in and around Seattle in the US. The owner, Greg, is a lovely guy and we'll see what comes of it. For now we're focused on helping them with their cooking and range development. The crucial like-for-like sales figure for stores open for a full, trading year was +2.7% - decent enough but not quite where we wanted to be. We had a superb Christmas trading period but outside of that sales were slightly below our expectations. There's no doubt the grocery market generally was tough but in hindsight we made a big mistake by delisting too many lines, expecting our customers to switch to other, similar products. They didn't Lesson learned

Our entertaining business (4 portion meals, party food and puddings) is increasingly robust but our everyday business (1 and 2 portion meals) remains challenging. This is no surprise, given it is where the competition is most fierce. We will continue to look at how we can offer better quality (the never ending quest to improve) while also delivering more obvious value. We will be trialling various initiatives this year.

Our Concessions business, supplying farm shops and independent retailers via branded COOK freezers, continues to thrive, with like-for-like growth ahead of our own COOK shops. The fact we have multiple sales channels and can dial up, or down, the emphasis on each is one of the strengths of our business. We have moved the dial up on Concessions in the past year or two and are likely to keep it there for now

Within Concessions, the new Shop-in-a-shop (SIAS) format, with 14 freezers in an independent retailer in a town which otherwise wouldn't support a standalone COOK shop, required some fine tuning. As a result, it didn't achieve the growth we had foreseen. However, the improvements made are already bearing fruit and it is gaining momentum fast.

We made meaningful progress in our Multi-Channel business – a horrible phrase that covers e-commerce and home delivery. We successfully launched a Click & Collect service from all our shops and extended our local delivery service using shop hubs to cover three or four store areas. These new services played a big role in our strong Christmas performance and our e-commerce sales were up 50% for the year. Within retail, the franchise business performed slightly better than our company-owned stores. In part, this reflected us getting a better grip on franchising after five years and building stronger relationships – both commercially and personally – with our franchisees. Shopkeeping standards generally improved and we saw the benefit of working together as One COOK on promotions. Franchisees' more-established local delivery business also contributed to their out performance.

As a business unit, the COOK Kitchen in Sittingbourne had another remarkable year. It made far more food than we budgeted (more than £1m above budget at cost price), thanks to a tremendous effort from every one of the 300 people who work there. In the process it proved our long-held belief that as a fixed asset, working efficiently at capacity, the Kitchen can enable us to generate significant profit.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

It doesn't require any great insight to see that the food retail landscape continues to change at an extraordinary pace. The rise of the discounters (Aldi and Lidl), the acute pain being felt by the big supermarkets, and the exponential growth in online shopping are the big trends.

Good business is all about successful reinvention and we need to keep up the pace of innovation at COOK Business wisdom can come from unlikely places, none more so than rock singer David Lee Roth, who once said 'Just when you think you've got the rat race licked boom, faster rats' Wise words, Mr Lee Roth, we won't ignore them

Good Relationships

Far and away the most important number at COOK is our score in the annual Best Companies to Work for survey As I've said before, and will no doubt say many times again if I was cast away on a desert island and could see only one annual statistic about this company I love, it would be our Best Companies' score. I know that if our people are telling us that COOK is improving as a place to work then all the other numbers will take care of themselves.

So it proved last year. Our strong financial performance was accompanied by a big jump in our score. It meant we were ranked 44th in the country as a company to work for and were the highest-placed food manufacturer and the 2nd highest-placed retailer.

Perhaps best of all, in terms of our ambition to pioneer good relationships, was the fact that we won a special award for Employee Wellbeing. It was a complete surprise on the night and prompted much over-exuberant celebration (the awards host, Ben Miller, is probably still recovering from his close encounter with some of the excited ladies of COOK). The award citation read "COOK" has set out to build a culture where relationships can flourish and people feel connected to each other." Hurrah!

In terms of helping people realise their potential, we saw 70 internal promotions and devoted an incredible 10,458 of working hours to training and development. Ground breaking initiatives like our Dream Academy programme enable some of our people to experience life-changing personal coaching.

The revival of our scheme offering work placements at the Kitchen to prison inmates has seen 11 people join our team successfully. We are trialling various other schemes to help us offer opportunities to people who would otherwise struggle to find jobs.

Beyond our everyday business, we continued to use our food to help bring people closer together. The relationship between our main Kitchen and the Caring Hands centre in Rochester has flourished. We continue to send them our leftover, frozen ingredients that would otherwise go to waste and have set up a weekly volunteering programme to enable people to experience the amazing work Caring Hands does with local people in need. Date led a team that cooked lunch for them on Christmas Day.

Through sales of our Christmas range we provided 210,000 meals to school children in Malawi, through a partnership with One Feeds Two. While this was, in many respects, a straightforward bit of cause-related marketing the important difference was that our involvement helped launch. One Feeds Two on the national stage. This start-up movement is based on a "buy one, give one" model, so every meal or portion of food you buy means a school meal is given to a child in need, helping encourage school attendance. It has the potential to make a huge, positive impact but somebody needed to back the untested idea to give it a chance of succeeding. That was our role.

Underlying all of this are the COOK Values (we call them our Essential Ingredients) that are the foundation of our company culture. They guide our behaviour and provide a reference point for decision-making at every level. As it says in the Essential Ingredients guide we give every team member. 'Values apply to everyone They don't change. Ever They can be difficult and expensive to uphold – but that's the point.' Amen

Good Food

The simple fact is that COOK only exists because our food tastes better than the competition. If we can't win in taste then we won't win, period

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

The outstanding performance at Christmas showed that on those occasions when people want to make 100% sure they have remarkable food for a special occasion, they trust us to deliver. Our Christmas result is therefore something that should give us all immense satisfaction and encouragement.

But doing what we do is hard. If it wasn't, everyone else would be doing it too. Having a founding statement that promises to COOK using the same ingredients and techniques you would at home, becomes challenging as we get bigger. Delivering a homemade look and taste at scale, using natural ingredients and people rather than machines, is a very tall order. Things can and will go wrong and we therefore remain in a state of healthy paranoia about the quality and consistency of our food.

Our Daily Sign Off meeting remains the most important meeting that we have in COOK. It is where we taste every single batch of food we made in the Kitchen the previous day. Just because we have made a recipe 1,000 times we never assume it will be perfect, it has to be proved.

I have recently moved back into this part of the business leading our food development agenda. Last year we developed some remarkable new products. Standout successes were our range of Oh My Goodness, lower calorie meals, some "lighter" style, summer meals such as Marinated Halloumi with Roasted Peppers, our expanded range of canapés at Christmas, made for the first time at our main Kitchen, and some great new puddings, not least the best-selling Salted Caramel Pavlova

Credit for the puddings goes squarely to Liz Dove and her team down in Somerset. Last year we made Liz's business our first ever acquisition. We have been her only customer for 15 years and Liz has effectively been part of the family all that time. Our relationship is built on the same values and total trust (we never had a contract for anything!)

Liz needed a bigger kitchen and suggested this was the moment for us to make it 'formal' so Liz got some shares in COOK and Liz Dove Desserts has become COOK Puddings. We have built what is the Willy Wonka of pudding-making kitchens in the Somerset countryside and it will provide the base to continue making our remarkable puddings for many years to come.

So there's my rather long-winded summary of 2014-15, another landmark year in COOK's history. Hopefully this report shows that we have become pretty good at delivering a plan. As our business becomes ever more financially secure, our biggest challenge may be making sure that our plans are ambitious enough.

As an independent business with committed, long-term shareholders (mostly family), we have a rare opportunity to go out and achieve something truly remarkable. We all need to keep pushing each other to raise our game, while keeping focused on Good Business, Good Food and Good Relationships, with a clear purpose in mind – to be a force for good in society

I have a quote that hangs above my desk to remind me how we will deliver on our purpose. No, it's not from David Lee Roth, but from Walter Elliot, a prominent Scottish politician in the first half of the 20th century. He said 'Perseverance is not a long race, it is many short races one after the other'

You can contact me at edwardanddale@cookfood net if you would like to discuss anything

On behalf of the board

E A Perry Director

EA PERRY

02/10/15

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and financial statements for the year ended 31 March 2015

Principal activities

The principal activity of the group continued to be that of the manufacture and retail of frozen ready meals

Results and dividends

The group's trading profit for the year, after taxation was £1,994,102 (2014 profit £1,719,028)

An interim ordinary dividend was paid amounting to 400,000. The directors do not recommend payment of a final dividend

Group research and development activities

The group undertakes research and development activities in relation to the development of new, and improvement of existing, recipe dishes and ranges

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows

R E Steele

(Appointed 28 May 2014)

A E Perry

EAPerry

J E Perry

M Dennis

(Resigned 28 May 2014)

Employee involvement

During the year, the policy of providing employees with information about the group has been continued through internal media methods in which employees have also been encouraged to present their suggestions and views on the groups performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Disabled persons

The group gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the groups policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate

Auditors

RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP) have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be reappointed as auditors in the absence of an Annual General Meeting

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditor is unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the group's auditor is aware of that information.

On behalf of the board

E A Perry

Director

EA PERRY

02/10/15

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the group 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 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 group 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 company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COOK TRADING LIMITED

We have audited the group and parent company financial statements ("the financial statements") on pages 9 to 31 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 31 March 2015 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, 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.
- 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

RSM UK Audit HAP

Gary Purdy B Soc Sc FCA (Senior Statutory Auditor)

for and on behalf of RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP), Statutory Auditor

Chartered Accountants

Hanover House

18 Mount Ephraim Road

Tunbridge Wells

Kent

TN1 1ED 16 Decamber 2015

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

	Notes		2015 £		2014 £
Turnover Continuing operations Acquisitions	2	39,164,006 2,314		35,818,721 -	
			39,166,320		35,818,721
Cost of sales			(20,013,394)		(19,711,842)
Gross profit			19,152,926		16,106,879
Distribution costs Administrative expenses Other operating income			(1,065,880) (15,598,374) 50,000		(966,309) (12,697,167) 115,000
Operating profit Continuing operations		4,249,768	2,538,672	2,558,403	2,558,403
Acquisitions		(1,711,096)	2,538,672		2,558,403
Interest receivable and similar income Interest payable and similar charges	6		1,061 (91,377)		6 (145,855)
Profit on ordinary activities before taxation	7		2,448,356		2,412,554
Tax on profit on ordinary activities	8		(454,254)		(693,526)
Profit on ordinary activities after taxation	20		1,994,102		1,719,028

There are no recognised gains and losses other than those passing through the profit and loss account

COOK TRADING LIMITED BALANCE SHEETS

AS AT 31 MARCH 2015

		Group)	Compa	nv
		2015	2014	2015	2014
	Notes	£	£	£	£
Fixed assets					
Intangible assets	11	367,413	-	-	-
Tangible assets	12	7,644,818	5,203,431	6,592,376	5,203,431
Investments	13	3	3	699,606	3
		8,012,234	5,203,434	7,291,982	5,203,434
Current assets					
Stocks	14	2,828,487	2,166,685	2,878,326	2,166,685
Debtors	15	2,495,721	1,906,132	3,277,025	1,906,132
Cash at bank and in hand		2,073,587	2,231,734	1,645,085	2,231,734
• · · · · · · · · · · · · · · · · · · ·		7,397,795	6,304,551	7,800,436	6,304,551
Creditors: amounts falling due within one year	16	(5,601,687)	(5,267,172)	(5,478,710)	(5,267,172)
Net current assets		1,796,108	1,037,379	2,321,726	1,037,379
Total assets less current liabilities		9,808,342	6,240,813	9,613,708	6,240,813
Creditors: amounts falling due after more than one year	17	(2,112,960)	(903,128)	(2,005,018)	(903,128)
Provisions for liabilities	18	(365,208)	(261,613)	(346,047)	(261,613)
Net assets		7,330,174	5,076,072	7,262,643	5,076,072
Capital and reserves					
Called up share capital	19	4,834	4,631	4,834	4,631
Share premium account	20	2,184,797	1,525,000	2,184,797	1,525,000
Profit and loss account	20	5,140,543	3,546,441	5,073,012	3,546,441
Shareholders' funds	21	7,330,174	5,076,072	7,262,643	5,076,072
		=======			

The financial statements on pages 9 to 31 were approved by the Board of Directors and authorised for issue on 021012015 and are signed on its behalf by

E A Perry Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

		2015 £	2014 £
Net cash inflow from operating activities	27	3,433,881	3,013,293
Returns from investment and servicing of finance	27	(90,316)	(145,849)
Taxation		(619,510)	(33,297)
Capital expenditure and financial investment	27	(3,237,176)	(1,503,274)
Acquisitions and disposals	27	22,880	-
Equity dividends		(400,000)	-
Cash (outflow)/inflow before management of liquid resou	irces and financing	(890,241)	1,330,873
Financing	27	732,094	(684,933)
(Decrease)/ıncrease in cash in the year		(158,147)	645,940
RECONCILIATION OF NET CASH FLOW TO MOVEME	ENT IN NET FUNDS/(D	EBT)	
(Decrease)/increase in cash in the year Net cash (outflow)/inflow from movement in debt a	nd lease	(158,147)	645,940
financing		(732,094)	684,933
Change in net debt resulting from cash flows		(890,241)	1,330,873
Movement in net funds/(debt) in the year		(890,241)	1,330,873
Opening net funds/(debt)		956,021	(374,852)
Closing net funds	27	65,780	956,021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

1 Accounting policies

Basis of accounting

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

Basis of consolidation

The consolidated financial statements incorporate those of Cook Trading Limited and its subsidiary undertaking Cook Puddings Limited for the year, the other dormant subsidiaries, note 12, have not been consolidated on the grounds of immateriality. Subsidiaries acquired during the year are consolidated using the acquisition method. Their results are incorporated from the date that control passes. The difference between the cost of acquisition of shares in subsidiaries and the fair value of the separable net assets acquired is capitalised as purchased goodwill and amortised through the profit and loss account over its estimated economic life. Provision is made for any impairment. All financial statements are made up to 31 March 2015.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Under Section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account

Turnover

Turnover represents amounts receivable for goods and services supplied during the year net of VAT and trade discounts

Goodwill

Acquired goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised and amortised over 10 years

Research and development

Development expenditure is carried forward when its future recoverability can be foreseen with reasonable assurance and is amortised in line with sales from the related product. All research and other development costs are written off as incurred.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Land and buildings Leasehold
Plant and machinery
Equipment and machinery

Fixtures, fittings and equipment

over the term of the lease between 5 and 7 years straight line over the useful life of the asset

15 years straight line

Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

1 Accounting policies (Continued)

Investments

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

Stock and work in progress

Stock and work in progress are valued at the lower of cost and net realisable value

Pensions

The Group operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

Government grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

2 Turnover

The total turnover of the group for the year has been derived from its principal activity wholly undertaken in the United Kingdom

3 Cost of sales and net operating expenses

The total figures for continuing operations in 2015 include the following amounts relating to acquisitions cost of sales £1,604,709, distribution costs £nil, administrative expenses £108,701 and other operating income £nil

The majority of sales of Cook Puddings Limited is to Cook Trading Limited. These sales are eliminated on consolidation. Hence, the analysis of operating profit is showing a loss of £1,711,096, from the group perspective, for the acquisition made in the year.

Employees

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

		2015	2014
		2015 Number	2014 Number
	Production staff	522	421
	Administrative staff	112	84
		634	505
	Employment costs	2015 £	2014 £
	Wages and salaries	8,407,482	6,288,967
	Social security costs	692,801	532,317
	Other pension costs	172,685	73,826
		9,272,968	6,895,110
5	Directors' remuneration	2015 £	2014 £
	Remuneration for qualifying services	501,417	320,095
	Pensions to former directors	6,321	1,135
		507,738	321,230
	The number of directors to whom retirement benefits are accruing under amounted to 3 (2014 - 3)	defined contributi	on schemes
	Remuneration disclosed above include the following amounts paid to the hig	ghest paid director	
	The second secon		
		221,229	150,000
	Remuneration for qualifying services Company pension contributions to money purchase pension schemes	221,229 3,351	150,000 4 31

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

6	Interest payable and similar charges	2015	2014
		£	£
	On bank loans and overdrafts	239	43
	On other loans wholly repayable within five years	90,956	145,812
	Hire purchase interest	182	•
		91,377	145,855
			
7	Profit on ordinary activities before taxation	2015	2014
		£	£
	Profit on ordinary activities before taxation is stated after charging		
	Amortisation of intangible assets	40,824	-
	Depreciation of tangible fixed assets		
	- owned	939,164	693,427
	- held under finance leases and hire purchase contracts	2,759	2,759
	Loss on disposal of tangible assets	3,600	27,596
	Research and development Operating lease rentals	38,677	34,156
	- Plant and machinery	31,086	20,843
	- Land and buildings	1,314,488	1,110,836
	· ·		
	Auditor's remuneration		
	Amounts payble to Baker Tilly UK Audit LLP and its associates in respect services were as follows	of both audit and nor	n-audit
	Audit services		
	- statutory audit of financial statements	23,000	17,120
	Non audit services		
	- auditor's remuneration for taxation services	6,250	5,000
	- auditor's remuneration for other services	5,408 	137

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

8	Tax on profit on ordinary activities	2015 £	2014 £
	Current tax		
	U K corporation tax	352,455	377,940
	Adjustment in respect of prior years	-	(2,666)
	Total current tax	352,455	375,274
	Deferred tax		
	Origination and reversal of timing differences	101,799	318,252
	Total deferred tax	101,799	318,252
	Total tax on profit on ordinary activities	454,254	693,526
	Factors affecting the tax charge for the year The tax assessed for the year is lower than the standard rate of corporation tax 23 00%) The differences are explained below	of 21 00% (20	14 -
	Profit on ordinary activities before taxation	2,448,356	2,412,554
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21% (2014 - 23%)	514,155	554,887
	Effects of		
	Expenses not deductible for tax purposes	7,833	2,985
	Fixed asset differences	53,318	350,914
	Capital allowances in excess of depreciation	(104,358)	(366,679)
	Deduction for R & D expenditure	(149,012)	(167,430)
	Consolidation adjustments	29,731	-
	Adjustments to previous periods	-	(2,666)
	Other tax adjustments	788	3,263
		(161,700)	(179,613)
	Current tax charge for the year	352,455	375,274
9	Profit attributable to members of the parent company	2015	2014
		£	£
	Dealt with in the financial statements of the parent company	1,926,571	1,719,028
		 _	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

10	Dividends	2015 £	2014 £
	Interim dividends paid on ordinary shares	400,000	
	A post year end dividend of £600,000 was declared on 2 June 2015		
11	Intangible fixed assets Group		Goodwill
	04		£
	Cost At 1 April 2014		
	Additions		408,237
	At 31 March 2015		408,237
	Amortisation		
	At 1 April 2014		-
	Charge for the year		40,824
	At 31 March 2015		40,824
	Net book value		
	At 31 March 2015		367,413
	At 31 March 2014		-

Additions above relate to the acquisition of Cook Puddings Limited (see note 13)

12 Tangible fixed assets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

TOR THE TEXT ENDED	5. III/((C) / 2010

Group				
	Land and buildings Leasehold	Plant and machinery	Fixtures, fittings and equipment	Total
	£	£	£	£
Cost				
At 1 April 2014	217,787	3,448,232	5,744,604	9,410,623
On acquisition of subsidiary		37,294	-	37,294
Additions	47,947	1,187,421	2,113,689	3,349,057
Disposals	-		(9,695)	(9,695)
At 31 March 2015	265,734	4,672,947	7,848,598	12,787,279
Depreciation				
At 1 April 2014	70,124	1,557,607	2,579,461	4,207,192
On disposals	-	-	(6,654)	
Charge for the year	22,263	250,683	668,977	941,923
At 31 March 2015	92,387	1,808,290	3,241,784	5,142,461
Net book value				
At 31 March 2015	173,347	2,864,657	4,606,814	7,644,818
At 31 March 2014	147,663	1,890,625	3,165,143	5,203,431
Included above are assets held under finance lease	es or hire purcha	se contracts a	as follows	
				Plant and machinery £
Net book values At 31 March 2015				7,587
At 31 March 2014				10,346
Depreciation charge for the year At 31 March 2015				2,759
A1 04 Marris 0044				
At 31 March 2014				2,759

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

12 Tangible fixed assets (Continued)

Tangible fixed assets

Company				
	Land and buildings Leasehold	Plant and machinery	Fixtures, fittings and equipment	Total
	£	£	£	£
Cost				
At 1 April 2014	217,787	3,448,232	5,744,604	9,410,623
Additions	47,947	163,852	2,113,689	2,325,488
Disposals	-	•	(9,695)	(9,695)
At 31 March 2015	265,734	3,612,084	7,848,598	11,726,416
Depreciation				
At 1 April 2014	70,124	1,557,607	2,579,461	4,207,192
On disposals	-	-	(6,654)	(6,654)
Charge for the year	22,263	242,262	668,977	933,502
At 31 March 2015	92,387	1,799,869	3,241,784	5,134,040
Net book value				
At 31 March 2015	173,347	1,812,215	4,606,814	6,592,376
At 31 March 2014	147,663	1,890,625	3,165,143	5,203,431
	 			

Included above are assets held under finance leases or hire purchase contracts as follows

	Plant and machinery £
Net book values	
At 31 March 2015	7,587
	
At 31 March 2014	10,346
Depreciation charge for the year	
At 31 March 2015	2,759
	
At 31 March 2014	2,759

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

13 Fixed asset investments Group

Group	Shares ın group undertakıngs £
Cost At 1 April 2014 & at 31 March 2015	3
Net book value At 31 March 2015	3
At 31 March 2014	3

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

Company

	group undertakings
Cost	_
At 1 April 2014	3
Additions	699,603
At 31 March 2015	699,606
Net book value	
At 31 March 2015	699,606 ————
At 31 March 2014	3

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Shares held	
		Class	%
Subsidiary undertakings			
Cook Food Limited	England and Wales	Ordinary	100 00
Cook Kitchens Limited	England and Wales	Ordinary	100 00
Cook Retail Limited	England and Wales	Ordinary	100 00
Cook Puddings Limited	England and Wales	Ordinary	100 00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

13 Fixed asset investments (Continued)

The principal activity, capital and reserves and profit of these undertakings for the last relevant financial year was as follows

	Principal activity	Capital and reserves	Profit
		£	£
Cook Food Limited	Dormant	2	-
Cook Kitchens Limited	Dormant	2	-
Cook Retail Limited	Dormant	4,884	-
Cook Puddings Limited	Production of desserts and puddings	500,472	254,070

Cook Puddings Limited is exempt from the requirements of the Companies Act 2006 ("the Act") relating to the audit of its individual accounts by virtue of section 479A of the Act "Subsidiary companies" conditions for exemption from audit"

On 14 May 2014 the group acquired 100% of the called up ordinary share capital of Cook Puddings Limited for a cash consideration of £39,603 and 4 2% shares in Cook Trading Limited at £660,000. The assets and liabilities of Cook Puddings Limited have been consolidated at their fair values to the Group

using the acquisition method of accounting, as set out below

	Initial book			Faır value at date of
	value	policy alignment	Other items	acquisition
	£	£	£	£
Tangible fixed assets	37,294	-	<u> </u>	37,294
Stock	146,774	-	-	146,774
Debtors	230,863	-	-	230,863
Cash at bank	62,483			62,483
TOTAL ASSETS	477,414	-	-	477,414
Trade creditors	105,016	-	-	105,016
Other creditors	2,674	-	-	2,674
Taxation and social security	9,244	-	•	9,244
Corporation tax	69,114	-		69,114
TOTAL LIABILITIES	186,048	-	-	186,048
				
NET ASSETS	291,366			291,366
		<u></u> _		

Goodwill of £408,237, being the difference between the fair value of net assets acquired and consideration of £699,603 arises from this transaction. This consideration includes £39,603 of cash consideration and 4.2% shares in Cook Trading Limited at £660,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

14	Stocks					
		Grou	Group		Company	
		2015	2014	2015	2014	
		£	£	£	£	
	Raw materials and consumables	774,609	535,394	774,609	535,394	
	Work in progress	75,651	-	75,651	-	
	Finished goods and goods for resale	1,978,227	1,631,291	2,028,066	1,631,291	
		2,828,487	2,166,685	2,878,326	2,166,685	
15	Debtors	Grou	D	Compa	nv	
		2015	2014	2015	2014	
		£	£	£	£	
	Trade debtors	1,646,088	1,365,926	1,643,832	1,365,926	
	Amounts owed by group undertakings	-	-	810,791	-	
	Other debtors	455,061	260,052	430,365	260,052	
	Prepayments and accrued income	394,572	280,154	392,037	280,154	
		2,495,721	1,906,132	3,277,025	1,906,132	

Included in other debtors is an amount of £7,500 (2014 - £6,736) which is secured by a fixed charge to cover the rent, service charge and insurance rent due to the landlord of one of the properties that the company occupies as lessee

Included within other debtors is an amount of £134,804 (2014 - nil) in relation to a loan to Eat LLC, a limited liability company incorporated in the USA, which is repayable on 21 August 2020 unless certain conditions are met resulting in conversion to a long term investment by August 2016

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

16	Creditors: amounts falling due within one y	еаг				
			Group		Company	
		2015	2014	2015	2014	
		£	£	£	£	
	Bank loans	-	369,127	-	369,127	
	Net obligations under finance lease and hire					
	purchase contracts	2,789	3,458	2,789	3,458	
	Trade creditors	3,160,622	2,556,650	3,100,518	2,556,650	
	Corporation tax	105,831	374,682	64,591	374,682	
	Taxation and social security costs	224,288	171,735	216,385	171,735	
	Directors current accounts	7,099	-	-	_	
	Other creditors	311,629	597,692	311,496	597,692	
	Accruals and deferred income	1,789,429	1,193,828	1,782,931	1,193,828	
		5,601,687	5,267,172	5,478,710	5,267,172	
		=====		=	======	

The bank loan was satisfied during the year

Obligations under hire purchase agreements are secured on the assets concerned

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

18	Provisions for liabilities Group				
	•				Deferred taxation £
	Balance at 1 April 2014 Profit and loss account				261,613 103,595
	Balance at 31 March 2015				365,208
	Company				
	Balance at 1 April 2014 Profit and loss account				261,613 84,434
	Balance at 31 March 2015				346,047
	The deferred tax liability is made up as follows:				
		Group 2015 £	2014 £	Company 2015 £	2014 £
	Accelerated capital allowances	365,208 ———	261,613	346,047 ———	261,613
19	Share capital			2015	2014
	Allotted, called up and fully paid 48,337,881 (2014 46,307,690) Ordinary shares of	£0 0001 each	1	£ 4,834	£ 4,631

On 18 May 2014 the company allotted and issued 2,030,191 Ordinary shares of £0 0001 each at a premium of £0 325 per share

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

20 Reserves		
Group	Share premium account £	Profit and loss account £
Balance at 1 April 2014 Profit for the year Premium on shares issued during the year	1,525,000 - 659,797	3,546,441 1,994,102
Dividends paid	-	(400,000)
Balance at 31 March 2015	2,184,797	5,140,543
Company		
	Share premium account £	Profit and loss account £
Balance at 1 April 2014 Profit for the year	1,525,000	3,546,441 1,926,571
Premium on shares issued during the year Dividends paid	659,797 -	(400,000)
Balance at 31 March 2015	2,184,797	5,073,012

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

21	Reconciliation of movements in shareholds	ers' funds		2015 £	2014 £
	Profit for the financial year Dividends			1,994,102 (400,000)	1,719,028 -
	Proceeds from issue of shares			1,594,102 660,000	1,719,028
	Net addition to shareholders' funds Opening shareholders' funds			2,254,102 5,076,072	1,719,028 3,357,044
	Closing shareholders' funds			7,330,174	5,076,072
	Company			2015 £	2014 £
	Profit for the financial year Dividends			1,926,571 (400,000)	1,719,028
	Proceeds from issue of shares			1,526,571 660,000	1,719,028
	Net addition to shareholders' funds Opening shareholders' funds			2,186,571 5,076,072	1,719,028 3,357,044
	Closing shareholders' funds			7,262,643	5,076,072
22	Capital commitments	0	_	0	
		Grou _l 2015	2014	Compan 2015	y 2014
		£	£ £	£	£
	Contracted for but not provided in the financial statements	•	1,153,060	·	1,153,060

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

23 Commitments under operating leases

At 31 March 2015 the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings		
	2015	2014	
	£	£	
Expiry date			
Within one year	42,500	175,750	
Between two and five years	436,835	155,935	
In over five years	952,000	922,472	
	1,431,335	1,254,157	
			

At 31 March 2015 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings	
	2015	2014
	£	£
Expiry date		
Within one year	42,500	175,750
Between two and five years	436,835	155,935
In over five years	918,822	922,472
	1,398,157	1,254,157

24 Retirement Benefits

Defined contribution scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

	2015	2014
	£	£
Contributions payable by the group for the year	166,364	72,691

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

25 Related party relationships and transactions

The following directors were paid dividends during the year as outlined in the table below

	2015	2014
	£	£
A E Perry	17,233	_
E A Perry	52,841	-
J E Perry	52,841	•
	122,915	-

Cook Trading Limited was under the control of J E Perry and E A Perry throughout the current and previous period. These directors hold the majority of the issued shares.

In addition, at 31 March 2015 the following sums owed by the company to the wives of its shareholder directors were included in long-term creditors

Mrs S J Perry	£nıl	(2014 - £300,601)
Mrs J M Perry	£nıl	(2014 - £297,601)
Mrs A H Perry	£nıl	(2014 - £60,000)

Company

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with any wholly owned subsidiary undertaking

26 Share options

On 25 July 2013 options were granted over 926,154 A Ordinary shares of £0 0001 each with an exercise price of £0 324 per share. The options vest in 4 equal, annual instalments commencing on 1 November 2013. None of these options had been exercised at the date of approval of these accounts.

In the opinion of the directors any charge to be recognised in the profit and loss account in either year in respect of these share based payment expenses would be immaterial

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

Reconciliation of operating loss to net cash outflow from operating activities	2015	2014
	£	£
Operating profit	2,538,672	2,558,403
Depreciation of tangible assets	941,923	696,186
Amortisation of intangible assets	40,824	•
Loss on disposal of tangible assets	3,600	27,596
Increase in stocks	(515,029)	(761,447
(Increase)/decrease in debtors	(358,727)	3,081
Increase in creditors	782,618	489,474
Net cash inflow from operating activities	3,433,881	3,013,293
Analysis of cash flows for headings netted in the cash flow statement	====	······································
	2015 £	2014 £
Returns on investments and servicing of finance		
Interest received	1,061	6
Interest paid	(91,195)	(145,855
Interest element of finance lease payments	(182)	-
Net cash outflow for returns on investments and servicing of finance	(90,316)	(145,849
Capital expenditure and financial investment		
Purchase of tangible assets	(3,349,057)	(1,642,418)
Receipts from sale of tangible assets	(559)	139,144
Grants received	112,440	-
Net cash outflow from capital expenditure & financial investment	(3,237,176)	(1,503,274)
Acquisitions and disposals	(00.000)	
Purchase of subsidiary undertakings	(39,603)	-
Cash acquired on purchase of subsidiary undertaking	62,483 ———	
Net cash inflow from acquisitions and disposals	22,880	
Einonouse		
Financing	2 000 000	
New long term loans	2,000,000	(254.002)
New long term loans	-	(251,892)
Repayments of long term loans	(200.427)	
Repayments of long term loans Repayment of short term bank loans	(369,127)	(070,000
Repayments of long term loans Repayment of short term bank loans Repayment of other long term loans	(896,048)	
Repayments of long term loans Repayment of short term bank loans	•	(379,233) (53,808)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

27 Notes to the cash flow statement (Continued)

Analysis of net funds				
	1 April 2014	Cash flow	Cash flow Other non- 31 March 201 cash changes	
	£	£	£	£
Net cash				
Cash at bank and in hand	2,231,734	(158,147)	-	2,073,587
Finance leases	(10,538)	2,731	-	(7,807)
Debts falling due within one year	(369,127)	369,127	-	-
Debts falling due after one year	(896,048)	(1,103,952)	•	(2,000,000)
	(1,275,713)	(732,094)	-	(2,007,807)
Net funds	956,021	(890,241)		65,780
		====		