

Northern Foods American Holdings Limited

Annual report and financial statements

For the 52 weeks ended 30 July 2016

Company registration no. 00045394

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Northern Foods American Holdings Limited

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Northern Foods American Holdings Limited

Officers and professional advisors

Directors

G W Davies (appointed 24 August 2015)
S P Leadbeater
D S Morgan (resigned 25 August 2015)

Independent auditors

Deloitte LLP
Chartered Accountants and Statutory Auditor
1 City Square
Park Row
Leeds
LS1 2AL

Registered office

Trinity Park House
Trinity Business Park
Fox Way
Wakefield
West Yorkshire
WF2 8EE

Northern Foods American Holdings Limited

Directors' report

The directors present their annual report and audited financial statements for the 52 weeks ended 30 July 2016.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption and no strategic report has been presented in line with these provisions.

Business overview and principal activities

Northern Foods American Holdings Limited ('the Company') is a wholly owned indirect subsidiary of the group headed by Boparan Holdings Limited ('the Group').

The principal activity of the Company is to hold intercompany balances. There has not been any significant changes in the Company's principal activity in the period under review or post period end.

The loss for the period attributable to shareholders amounted to £79,000 (2015: loss of £95,000).

Key performance indicators

The Company has not identified any key performance indicators due to the nature of its operations as a non-trading company.

Principal risks and uncertainties

The Company is financed by intergroup loans from Group companies and so does not have any exposure to external financing. Group risks are discussed in the annual report of Boparan Holdings Limited which does not form part of this report.

Future prospects

The directors expect the Company to continue to operate as a non-trading company within the Group.

Directors

The directors of the Company who served during the period ended 30 July 2016 and up to the date of signing the financial statements are those listed on page 1.

Directors' indemnities

The Company made qualifying third party indemnity provisions for the benefit of its directors during the period which remain in force at the date of this report.

Dividends

No interim dividend was paid in the period (2015: £nil) and the directors do not recommend the payment of a final dividend (2015: £nil).

Going concern

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

Further details regarding the adoption of the going concern basis can be found in note 1.

Adoption of Financial Reporting Standard 102

This is the first period that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council. The Company's accounting policies under FRS 102 are not materially different to those under previous UK GAAP. Consequently the transition to FRS 102 has had no impact on the Company's equity or loss for the comparative period, and the amounts recognised under FRS 102 are equal to the figures reported under previous UK GAAP.

Northern Foods American Holdings Limited

Directors' report (continued)

Employees

The Company has no employees other than directors. Details of the directors' emoluments can be found in note 2.

Disclosure of information to auditor

In the case of each of the persons who are directors of the Company at the date when this annual report was approved:

- so far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Deloitte LLP have expressed their willingness to continue in office as the auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12. The Company's shareholder has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The Company also intends to take advantage of these exemptions in the financial statements to be issued in the following period. Objections may be served on the Company by shareholders holding in aggregate 5 per cent or more of the total allocated shares in the Company. They should be served no later than 29 July 2017.

By order of the board



G W Davies
Director

24 March 2017

Northern Foods American Holdings Limited

Directors' responsibilities statement

The directors are responsible for preparing the annual 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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; 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of Northern Foods American Holdings Limited

We have audited the financial statements of Northern Foods American Holdings Limited for the 52 weeks ended 30 July 2016 which comprise the Statement of Income and Retained Earnings, the Balance Sheet and the related notes 1 to 9. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 explained more fully in the Directors' Responsibilities Statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 July 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report and from the requirement to prepare the Strategic Report.

Kate Darlison

Kate Darlison (Senior statutory auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Leeds, United Kingdom
24 March 2017

Northern Foods American Holdings Limited

Statement of income and retained earnings

For the 52 weeks ended 30 July 2016

		52 weeks ended 30 July 2016 £'000	52 weeks ended 1 August 2015 £'000
Net finance expense	Note 3	(96)	(90)
Loss before taxation		(96)	(90)
Taxation on loss	4	17	(5)
Total comprehensive loss for the financial period		(79)	(95)
Retained earnings at the start of the period		(21,811)	(21,716)
Retained earnings at the end of the period		(21,890)	(21,811)

All results derive from continuing operations.

There are no recognised gains or losses in either period other than the loss for that period.

Northern Foods American Holdings Limited

Balance sheet

At 30 July 2016

	Note	30 July 2016 £'000	1 August 2015 £'000
Current assets			
Debtors: amounts falling due within one year	5	1,124	1,107
Current liabilities			
Creditors: amounts falling due within one year	6	(1,738)	(1,642)
Net current liabilities		(614)	(535)
Total assets less current liabilities		(614)	(535)
Net liabilities		(614)	(535)
Capital and reserves			
Called up share capital	7	20,837	20,837
Share premium account		433	433
Other reserves		6	6
Profit and loss account		(21,890)	(21,811)
Shareholders' deficit		(614)	(535)

The financial statements of Northern Foods American Holdings Limited were approved by the board of directors and authorised for issue on 24 March 2017. They were signed on its behalf by:


G W Davies
Director
Company number 00045394

Northern Foods American Holdings Limited

Notes to the financial statements For the 52 weeks ended 30 July 2016

1. Accounting policies

Basis of accounting

Northern Foods American Holdings Limited is a company incorporated in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1 and the nature of the Company's operations and its principal activities are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council.

These financial statements are the first financial statements prepared under FRS 102. The Company's last financial statements for the period ended 1 August 2015 (the comparative period) were prepared under previous UK GAAP. Adopting FRS 102 has had no impact on the Company's equity or loss for the comparative period, and the amounts recognised under FRS 102 are equal to the figures reported under previous UK GAAP.

The functional currency of the Company is considered to be pounds sterling, because that is the currency of the primary economic environment in which the Company operates. These financial statements are also presented in pounds sterling.

Financial Reporting Standard 102 – reduced disclosure exemptions

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions available to it in FRS102 Paragraph 1.12. In preparing these financial statements, exemptions have been taken in respect of:

- The requirements of Section 3; Financial Statement Presentation paragraph 3.17(d), and Section 7, Statement of Cashflows;
- The requirements of Section 11; Basic Financial Instruments paragraphs 11.41(b) - (c), 11.41 (e) - (f), 11.42, 11.44 - .45, 11.47, 11.48(iii) – (iv), 11.48(b) – (c);
- The requirements of Section 12; Other Financial Instruments Issues paragraph 12.26 -27, 12.29(a) – (b) and 12.29A; and
- The requirements of Section 33; Related Party Disclosures paragraph 33.7.

The Company's shareholder, Northern Foods Limited, has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The Company is consolidated in the financial statements of its ultimate parent, Boparan Holdco Limited. Copies of these financial statements may be obtained from the Company's registered office.

The Company has also presented a statement of income and retained earnings in place of a statement of comprehensive income and a statement of changes in equity in accordance with FRS102 Paragraph 6.4.

Going concern

The Company does not have any exposure to external financing as its working capital and short term cash flow requirements are managed through financial support from its intermediate parent company.

The intermediate parent company, Boparan Holdings Limited, has confirmed it will provide sufficient financial support, should it be required, to enable the Company to meet its liabilities as they fall due for a period of not less than 12 months from the date of approval of the financial statements, as long as the Company remains within the Group. The going concern of the Company is therefore dependent on the going concern of the Group.

Northern Foods American Holdings Limited

Notes to the financial statements (continued) For the 52 weeks ended 30 July 2016

1. Accounting policies (continued)

Going concern (continued)

In determining whether the Company's financial statements can be prepared on a going concern basis, the directors considered the Company's and Group's business activities, together with the factors likely to affect its future development, performance and position. The review included the financial position of the Group, its cash flows, liquidity position, borrowing facilities and covenants. The key factors considered by the directors were as follows:

- Consideration of detailed forecasts prepared for the 12 month period from the date of approval of the financial statements and the application of sensitivities to those forecasts;
- the implications of the challenging economic environment and future uncertainties on the Group's revenues and profits and its abilities to meet financial covenants;
- the impact of the competitive environment within which the Group's businesses operate;
- the potential actions which could be taken in the event that revenues are worse than expected, to ensure that operating profit and cash flows are protected; and
- the Group has access to undrawn overdraft facilities and a committed bank facility to meet working capital requirements.

As at the date of this annual report and financial statements, the directors have a reasonable expectation that the Company have adequate resources to continue in business for the foreseeable future being a period of not less than 12 months from the date of approval of these financial statements. Accordingly, the financial statements for the 52 weeks ended 30 July 2016 have been prepared on the going concern basis.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Financial instruments

All financial assets and liabilities are initially measured at transaction price (including transaction costs); except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

All amounts due from, or owed to Group undertakings are repayable on demand and held at amortised cost.

Financial assets are derecognised when and only when (a) the contractual rights to the cash flows from the financial asset expire or are settled, (b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or (c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Northern Foods American Holdings Limited

Notes to the financial statements (continued) For the 52 weeks ended 30 July 2016

1. Accounting policies (continued)

Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received, net of direct issue costs.

Critical accounting judgements and key sources of estimation uncertainty

The directors have assessed that there are no critical accounting judgements or sources of estimation uncertainty in these financial statements.

2. Remuneration of directors and auditors

None of the directors received any remuneration for their services to the Company in either period.

Fees payable to the Company's auditors for the audit of the Company's annual financial statements of £500 (2015: £500) were borne by another Group company. Non audit fees for the period were £nil (2015: £nil).

3. Net finance expense

	52 weeks ended 30 July 2016 £'000	52 weeks ended 1 August 2015 £'000
Interest payable to Group undertakings	96	90

4. Taxation on loss

	52 weeks ended 30 July 2016 £'000	52 weeks ended 1 August 2015 £'000
UK corporation tax		
Current credit / (charge) on loss for the period	6	(6)
Adjustments in respect of prior periods	11	1
Tax credit / (charge)	17	(5)

Northern Foods American Holdings Limited

Notes to the financial statements (continued) For the 52 weeks ended 30 July 2016

4. Taxation on loss (continued)

The corporation tax charge is different to the standard UK corporation tax rate of 20.00% (2015: 20.67%). The differences are analysed below:

	30 July 2016 £'000	1 August 2015 £'000
Loss before taxation	(96)	(90)
Taxation at the UK corporation tax rate of 20.00% (2015: 20.67%)	19	19
Factors affecting the credit / (charge):		
Adjustments in respect to prior periods	11	1
Permanent differences	(13)	(25)
Tax credit / (charge) for period	17	(5)

5. Debtors: Amounts falling due within one year

	30 July 2016 £'000	1 August 2015 £'000
Amounts due from Group undertakings	1,103	1,103
Corporation tax	21	4
	1,124	1,107

All amounts due from Group undertakings are repayable on demand and held at amortised cost.

6. Creditors: Amounts falling due within one year

	30 July 2016 £'000	1 August 2015 £'000
Amounts due to Group undertakings	1,738	1,642

All amounts due to Group undertakings are repayable on demand and held at amortised cost.

Northern Foods American Holdings Limited

Notes to the financial statements (continued) For the 52 weeks ended 30 July 2016

7. Called up share capital and reserves

	30 July 2016 £'000	1 August 2015 £'000
Allotted, called up and fully paid:		
20,836,819 ordinary shares of £1 each	20,837	20,837

The Company has one class of ordinary shares which carry no right to fixed income.

The share premium reserve contains the premium arising on issue of equity shares.

8. Related party transactions

The Company has taken advantage of the exemption under FRS102 Section 33; Related Party Disclosures paragraph 33.7, as a wholly owned indirect subsidiary of Boparan Holdings Limited, not to disclose related party transactions with other wholly owned members of the Group.

9. Ultimate parent undertaking

The Company is a wholly owned subsidiary of Northern Foods Limited, a company registered in England and Wales. The parent company of the smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Boparan Holdings Limited. The parent company of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Boparan Holdco Limited, registered in England and Wales.

Copies of the consolidated financial statements can be obtained from the Company's registered office, as detailed on page 1. As at 30 July 2016 Boparan Holdco Limited was also the Company's ultimate parent undertaking.

R S Boparan and B K Boparan are the ultimate controlling parties.