REGISTERED NUMBER: 03605607 (England and Wales)

Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 31 December 2016

for

Henley Bridge Ingredients Limited

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Henley Bridge Ingredients Limited

Company Information for the Year Ended 31 December 2016

DIRECTORS:

Mr A C Mycock

Mrs K Mycock Mr C A Martin Mr T St John

SECRETARY:

Mrs K Mycock

REGISTERED OFFICE:

Bank Chambers

61 High Street Cranbrook Kent TN17 3EG

BUSINESS ADDRESS:

Cocoa House

15 The Cliffe Industrial Estate

South Street Lewes East Sussex BN8 6JL

REGISTERED NUMBER:

03605607 (England and Wales)

Henley Bridge Ingredients Limited

Company Information for the Year Ended 31 December 2016

AUDITORS:

McCabe Ford Williams Statutory Auditors and Chartered Accountants Bank Chambers 61 High Street

Cranbrook Kent

TNI7 3EG

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

REVIEW OF BUSINESS

2016 proved to be an interesting year largely due to the trend in the weakening of sterling when the referendum date was announced a year earlier than anticipated and secondly when the result of the referendum was decided at the end of June. Since the majority of products handled by the company are imported from the EU, currency had a huge impact on pricing. Furthermore, the Cocoa Market and derivative prices were very firm for most of the period, causing cocoa based ingredients to firm in price. Together with the continuing growth in sales in all sectors, this led to a huge increase in turnover terms from £14.13m to £17.58m, an increase of 24.4%. Since relocating to Lewes 6 years ago, the company has more than doubled sales turnover.

The focus continued to be on margin and despite the challenges of the weakening currency, the average margin remained only very slightly below the 2015 level. Sales grew in all sectors and the investment in the Foodservice and Ice Cream/Gelato sectors significantly benefited with a direct impact on turnover and margins. Future plans focus on developing and consolidating the margin position, whilst continuing to grow turnover through range extensions and new product lines.

Third party storage and distribution revenue further increased and made a significant contribution to the business.

PRINCIPAL RISKS AND UNCERTAINTIES

A core focus for the company is on managing debt and despite the large debt incurred during the year, the average over the past 3 years is significantly below the industry sector average. The focus to minimise the risk continues and there is no reason to believe that the risk in 2017 will be any greater than in recent years. Commodity markets move up and down continuously and exposure for us is extremely limited since these transactions are conducted on a back-to-back basis and currency risk is closely managed.

The potential impact of Brexit is subject to a great deal of speculation, so the company is closely monitoring developments as they unfold.

GOING CONCERN

In preparation of the financial statements, the directors have made an assessment of the company's ability to continue as a going concern.

Given the customer spread and liquidity, the directors have prepared detailed forecasts which show that the company is able to operate within its existing financial arrangements. The company is expected to remain profitable into the foreseeable future. Accordingly, the company continues to adopt the going concern basis in preparing the annual report and financial statements.

ON BEHALF OF THE BOARD:

Director

24 March 2017

Report of the Directors for the Year Ended 31 December 2016

The directors present their report with the financial statements of the company for the year ended 31 December 2016.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of procuring and supplying food ingredients to industry.

DIVIDENDS

The total dividend distribution for the year ended 31 December 2016 was £300,250.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2016 to the date of this report.

Mr A C Mycock Mrs K Mycock Mr C A Martin Mr T St John

CHARITABLE DONATIONS AND EXPENDITURE

During the year the company made a donation of £800 to St Wilfred's Hospice. The company also made a number of smaller donations to other charities on an ad hoc basis throughout the year.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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 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 judgements and accounting estimates that are reasonable and prudent;
- 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.

Report of the Directors for the Year Ended 31 December 2016

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, McCabe Ford Williams, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mr A C Mycock / Director

24 March 2017

Report of the Independent Auditors to the Members of Henley Bridge Ingredients Limited

We have audited the financial statements of Henley Bridge Ingredients Limited for the year ended 31 December 2016 on pages eight to twenty one. 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 Financial Reporting Standard 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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 Strategic Report and the Report of the Directors 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 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Report of the Independent Auditors to the Members of Henley Bridge Ingredients Limited

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.

David Boobbyer FCA (Senior Statutory Auditor)

for and on behalf of McCabe Ford Williams

Statutory Auditors and

Chartered Accountants

Bank Chambers

61 High Street

Cranbrook

Kent

TN17 3EG

24 March 2017

Income Statement for the Year Ended 31 December 2016

		31.12	2.16	31.12	.15
	Notes	£	£	£	£
TURNOVER			17,583,374		14,132,032
Cost of sales			13,751,830		11,017,794
GROSS PROFIT			3,831,544		3,114,238
Distribution costs Administrative expenses		26,006 2,757,935		27,058 2,249,889	***
•			2,783,941		2,276,947
			1,047,603		837,291
Other operating income			98,644		87,473
OPERATING PROFIT	4		1,146,247		924,764
Interest receivable and similar income			-		74
PROFIT BEFORE TAXATION			1,146,247		924,838
Tax on profit	5		232,581		189,219
PROFIT FOR THE FINANCIAL YEA	AR		913,666		735,619

Other Comprehensive Income for the Year Ended 31 December 2016

		31.12.16	31.12.15
	Notes	£	£
PROFIT FOR THE YEAR		913,666	735,619
OTHER COMPREHENSIVE I	NCOME	-	-
TOTAL COMPREHENSIVE I FOR THE YEAR	NCOME	913,666	735,619

Balance Sheet 31 December 2016

		31.12.	.16	31.12.	15
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		350,421		314,943
CURRENT ASSETS					
Stocks	8	1,986,014		1,275,608	
Debtors	9	3,482,090		2,625,544	
Cash at bank and in hand		193,141		165,249	
		5,661,245		4,066,401	
CREDITORS					
Amounts falling due within one year	10	4,322,213		3,311,371	
NET CURRENT ASSETS			1,339,032		755,030
TOTAL ASSETS LESS CURRENT LIABILITIES			1,689,453		1,069,973
PROVISIONS FOR LIABILITIES	13		45,079		39,015
NET ASSETS			1,644,374		1,030,958
CAPITAL AND RESERVES					
Called up share capital	14		200		200
Retained earnings	15		1,644,174		1,030,758
SHAREHOLDERS' FUNDS			1,644,374		1,030,958

The financial statements were approved by the Board of Directors on 24 March 2017 and were signed on its behalf by:

Mr A C Mycock - Director

Mr C A Martin - Director

Mr T St John - Director

Statement of Changes in Equity for the Year Ended 31 December 2016

	Called up share capital £	Retained earnings £	Total equity £
Balance at I January 2015	200	595,389	595,589
Changes in equity			
Dividends	-	(300,250)	(300,250)
Total comprehensive income		735,619	735,619
Balance at 31 December 2015	200	1,030,758	1,030,958
Changes in equity			
Dividends	-	(300,250)	(300,250)
Total comprehensive income	<u> </u>	913,666	913,666
Balance at 31 December 2016	200	1,644,174	1,644,374

Cash Flow Statement for the Year Ended 31 December 2016

		31.12.16	31.12.15
1	Votes	£	£
Cash flows from operating activities			
Cash generated from operations	1	637,315	552,431
Tax paid		(187,685)	(138,153)
Net cash from operating activities		449,630	414,278
Cash flows from investing activities			
Purchase of tangible fixed assets		(124,988)	(66,890)
Sale of tangible fixed assets		3,500	-
Interest received		<u> </u>	74
Net cash from investing activities		(121,488)	(66,816)
Cash flows from financing activities			
Equity dividends paid		(300,250)	(300.350)
Equity dividends paid		(300,230)	(300,250)
Net cash from financing activities		(300,250)	(300,250)
		<u></u> ,	
Increase in cash and cash equivalents		27,892	47,212
Cash and cash equivalents at beginning	3		
of year	2	165,249	118,037
Cash and each aminulants at and of			
Cash and cash equivalents at end of	2	102 141	175 240
year	2	193,141	165,249

Notes to the Cash Flow Statement for the Year Ended 31 December 2016

I. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	31.12.16	31.12.15
	£	£
Profit before taxation	1,146,247	924,838
Depreciation charges	84,572	72,054
Loss on disposal of fixed assets	1,438	5,054
Finance income	-	(74)
	1,232,257	1,001,872
Increase in stocks	(710,406)	(357,593)
Increase in trade and other debtors	(856,546)	(439,911)
Increase in trade and other creditors	972,010	348,063
Cash generated from operations	637,315	552,431
		

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2016

	31.12.16	1.1.16
	£	£
Cash and cash equivalents	193,141	165,249
	=====	
Year ended 31 December 2015		
	31.12.15	1.1.15
	£	£
Cash and cash equivalents	165,249	118,037
		

Notes to the Financial Statements for the Year Ended 31 December 2016

I. STATUTORY INFORMATION

Henley Bridge Ingredients Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold property

- Over period of lease

Improvements to leasehold property

- Over period of lease

Plant and machinery

- 15% on reducing balance

Fixtures, fittings and equipment

- straight line basis between 3 & 10 years

Motor vehicles

- 25% on reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is calculated using the first-in, first-out method and includes all purchase, transport, and handling costs in bringing stocks to their present location and condition.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that that have been enacted or substantively enacted by the balance sheet date.

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2. ACCOUNTING POLICIES - continued

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme which is compliant with the Auto Enrolment regulations. The company reached its staging date in October 2015. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

3. EMPLOYEES AND DIRECTORS

	31.12.16	31.12.15
	£	£
Wages and salaries	1,327,243	1,098,841
Social security costs	125,321	103,726
Other pension costs	11,715	2,356
	1,464,279	1,204,923
The average monthly number of employees during the year was as follows:	31.12.16	31.12.15
Warehouse	16	14
Directors and Administration	33	
	49	43
	===	

3. EMPLOYEES AND DIRECTORS - continued

4.

5.

Directors' remuneration Directors' pension contributions to money purchase schemes	31.12.16 £ 49,111 75	31.12.15 £ 70,375 19
The number of directors to whom retirement benefits were accruing v	was as follows:	
Money purchase schemes	<u> </u>	<u> </u>
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	31.12.16 £	31.12.15 £
Hire of plant and machinery	26,006	27,058
Depreciation - owned assets	84,572	72,054
Loss on disposal of fixed assets	1,438	5,054
Auditors' remuneration	6,000	6,000
Exchange rate gains	(29,094) ====	(39,811)
TAXATION		
Analysis of the tax charge		
The tax charge on the profit for the year was as follows:		
	31.12.16	31.12.15
	£	£
Current tax:	2245:-	107.465
UK corporation tax	226,517	187,685
Deferred tax:		
Accelerated capital allowances	6,064	1,534
Tax on profit	232,581	189,219

5. **TAXATION - continued**

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Profit before tax	31.12.16 £ 1,146,247	31.12.15 £ 924,838
	Troile before tax		724,030 ======
	Profit multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20.210%)	229,249	186,910
	Effects of:		
	Expenses not deductible for tax purposes	3,332	2,598
	Change in rate of deferred tax		(289)
	Total tax charge	232,581	189,219
6.	DIVIDENDS		
		31.12.16	31.12.15
		£	£
	Ordinary 'A' shares of £1 each		
	Interim	154,000	154,000
	Ordinary 'B' shares of £1 each		
	Interim	146,250	146,250
		300,250	300,250

7. TANGIBLE FIXED ASSETS

		Improvements	
	Leasehold property	to leasehold property	Plant and machinery
COST	£	£	£
At I January 2016 Additions	32,316	218,355 27,615	115,779 17,090
At 31 December 2016	32,316	245,970	132,869
DEPRECIATION			
At I January 2016	11,642	85,780	59,152
Charge for year	2,584	17,214	9,478
Eliminated on disposal	-	-	-
At 31 December 2016	14,226	102,994	68,630
NET BOOK VALUE			
At 31 December 2016	18,090	142,976	64,239
At 31 December 2015	20,674	132,575	56,627
	Fixtures, fittings and equipment	Motor vehicles	Totals
	£	£	£
COST	252.000	20 530	7.40.070
At I January 2016	353,990	29,539	749,979
Additions Disposals	56,833 -	23,450 (29,539)	124,988 (29,539)
At 31 December 2016	410,823	23,450	845,428
DEPRECIATION			
At I January 2016	255,079	23,383	435,036
Charge for year	52,280	3,016	84,572
Eliminated on disposal	· -	(24,601)	(24,601)
At 31 December 2016	307,359	1,798	495,007
NET BOOK VALUE			
At 31 December 2016	103,464	21,652	350,421
At 31 December 2015	98,911	6,156	314,943

8.	STOCKS			
		31.12.16	31.12.15	
		£	£	
	Stocks	1,986,014	1,275,608	
		,		
9.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
		31.12.16	31.12.15	
		£	£	
	Trade debtors	2,775,108	2,055,601	
	Other debtors	540,972	470,820	
	Prepayments	166,010	99,123	
		3,482,090	2,625,544	
				
10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
		31.12.16	31.12.15	
		£	£	
	Trade creditors	2,114,631	1,566,463	
	Tax	226,517	187,685	
	Other taxation and social security	33,770	28,027	
	Other creditors	4,085	4,061	
	Invoice discounting	1,847,149	1,482,047	
	Accrued expenses	96,061	43,088	
		4,322,213	3,311,371	
		=====	===	
11.	LEASING AGREEMENTS			
	Minimum lease payments under non-cancellable operating leases fall due as follows:			
		31.12.16	31.12.15	
		£	£	
	Within one year	181	5,757	
	Between one and five years	91,812	62,104	
	In more than five years	1,434,750	1,626,050	
		1,526,743	1,693,911	

The main leasing commitments are for two buildings occupied by the company which expire in 2024.

12. **SECURED DEBTS**

The following secured debts are included within creditors:

	31.12.16	31.12.15
	£	£
Invoice discounting	1,847,149	1,482,047

Lloyds TSB Commercial Finance Limited hold a fixed and floating charge dated 17 August 2010 over all property and assets of the company.

13. PROVISIONS FOR LIABILITIES

	31.12.16	31.12.15
	£	£
Deferred tax	45,079	39,015
		===
		Deferred
		tax
		£
Balance at 1 January 2016		39,015
Accelerated capital allowances		6,064
Balance at 31 December 2016		45,079

14. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal	31.12.16	31.12.15
		value:	£	£
100	Ordinary 'A'	£I	100	100
100	Ordinary 'B'	£I	100	100
				
			200	200

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

15. RESERVES

15.	KESERVES		
			Retained
			earnings
			£
			-
	At 1 January 2016		1,030,758
	Profit for the year		913,666
	Dividends		(300,250)
	At 31 December 2016		1,644,174
16.	CAPITAL COMMITMENTS		
10.	CALITAL COMMITMENTS	21.12.14	21.12.15
		31.12.16	31.12.15
		£	£
	Contracted but not provided for in the		
	financial statements	-	12,325
		===	