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REGISTERED NUMBER 03761294 (England and Wales)

Report of the Directors and
Audited Financial Statements
for the year ended 31st December 2011
for

DELAMERE DAIRY LIMITED

FRIDAY

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DELAMERE DAIRY LIMITED

Company Information for the year ended 31st December 2011

DIRECTORS

Mrs E A Sutton R C D Sutton E J Salt P D J Brunt

SECRETARY

Mrs E A Sutton

REGISTERED OFFICE

Yew Tree Farm Bexton Lane Knutsford Cheshire WA16 9BH

REGISTERED NUMBER

03761294 (England and Wales)

AUDITORS:

BDO LLP Birmingham United Kingdom

Report of the Directors for the year ended 31st December 2011

The directors present their report with the financial statements of the company for the year ended 31st December 2011

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of dairy product traders, specialising in goats' milk, cows' milk and soya products

REVIEW OF BUSINESS

2011 was the third full year of trading since the company was acquired by Delamere Dairy Holdings Limited as part of a financial restructuring

Turnover was maintained in 2011. We continue to supply all the major food retailers with our ranges of dairy products. We are the second largest goats' milk supplier in the UK with about 38% of the market and we are the largest UK supplier of sterilised milk in plastic bottles. Our unique pet products have continued their strong growth in a market dominated by big brands. We launched a chilled soya drink range in October strengthening our position as a leading solution provider in the speciality dairy sector.

Key risks to the business involve € / £ exchange rate, milk price and other cost pressures. FX exposure is managed both by implementing a minimum 3 month Euro forward contracts policy allowing leeway to purchase forward on £ highs and a focus on increasing sales to EU markets. Long-term milk price increases have to be reflected in the market. Other cost pressures are managed by a continuous drive for efficiency.

At the financial year end we employed 17 people Turnover per person was £0 896m. Investment in staff has been a key policy in 2011 to facilitate a focus on growing sales including export. To this end the sales and marketing team was strengthened in 2011 with 3 additional appointments, a Sales and Marketing Director, a marketing support executive and a Sales representative based in the Delamere Dairy Hong Kong office that opened in 2011.

We look forward to 2012 with confidence

DIVIDENDS

No dividends will be distributed for the year ended 31st December 2011

DIRECTORS

The directors shown below have held office during the whole of the period from 1st January 2011 to the date of this report

Mrs E A Sutton R C D Sutton E J Salt

Other changes in directors holding office are as follows

P D J Brunt - appointed 1st December 2011

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 31st December 2011

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, BDO LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD

Thyma button
Mrs E A Sutton - Secretary

28/8/12

Date

Report of the Independent Auditors to the Members of **Detamere Dairy Limited**

We have audited the financial statements of Delamere Dairy Limited for the year ended 31st December 2011 which comprise the profit and loss account, the balance sheet and the related notes. 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 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 two, 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 APB's website at www frc org uk/apb/scope/pnvate cfm

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 31st December 2011 and of its profit for the year
- 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 Report of the Directors 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, 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

Stephen Ward (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor

3 september 20,2

Birmingham

United Kingdom

Date

BDO LLP is a limited liability partnership registered in England and Wales (with registration number OC305127)

Profit and Loss Account for the year ended 31st December 2011

	Notes	31 12 11 £	31 12 10 £
TURNOVER	2	15,235,962	15,185,389
Cost of sales		13,219,423	13,214,940
GROSS PROFIT		2,016,539	1,970,449
Administrative expenses		1,317,573	1,190,740
		698,966	779,709
Other operating income		-	36
OPERATING PROFIT	4	698,966	779,745
Interest receivable and similar income		18	4
		698,984	779,749
Interest payable and similar charges	5	79,508	146,474
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		619,476	633,275
Tax on profit on ordinary activities	6	145,708	163,297
PROFIT FOR THE FINANCIAL YEAR		473,768	469,978

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

The notes on pages 7 to 13 form part of these financial statements

Balance Sheet 31st December 2011

					
		31 12		31 12	
-W-D +00570	Notes	£	£	£	£
FIXED ASSETS	7		24.425		12,800
Intangible assets Tangible assets	8		21,435 60,278		45,703
l'aligible assets	O		00,210		40,100
			81,713		58,503
CURRENT ASSETS					
Stocks	9	759,527		711,659	
Debtors	10	4,468,066		4,456,773	
Cash at bank and in hand		108,587		<u> 177,011</u>	
		5.336,180		5,345,443	
CREDITORS		0,000,100		0,010,110	
Amounts falling due within one year	11	2,535,693		2,621,854	
NET CURRENT ASSETS			2,800,487		2,723,589
TOTAL ASSETS LESS CURRENT LIABILITIES			2,882,200		2,782,092
CREDITORS Amounts falling due after more than one year	12		(342,131)		(716,227)
PROVISIONS FOR LIABILITIES	16		(5,492)		(5,056)
NET ASSETS			2,534,577		2,060,809
CAPITAL AND RESERVES					
Called up share capital	17		400		400
Share premium	18		49,950		49,950
Profit and loss account	18		2,484,227		2,010,459
SHAREHOLDERS' FUNDS	23		2,534,577		2,060,809

The financial statements were approved by the Board of Directors on its behalf by

and were signed on

R C D Sutton - Director

E J Salt - Director

Notes to the Financial Statements for the year ended 31st December 2011

ACCOUNTING POLICIES

Accounting convention

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

The following principal accounting policies have been applied

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Invoices are raised and turnover recognised on the day that goods are delivered

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in 2005, is being amortised evenly over its estimated useful life of ten years

Patents and licenses

This intangible asset is being written off on a straight line basis over ten years

Tangible fixed assets

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

Improvements to property

10% on cost

Plant and machinery Fixtures and fittings 15% on reducing balance 25% on reducing balance

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

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. The deferred tax charge has not been discounted

Research and development

Expenditure on research and development is written off in the year in which it is incurred

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

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their useful economic lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease

Finance costs

Finance costs are charged to profit over the term of the debt so that the amount charged is at a constant rate on the carrying amount. Finance costs include issue costs, which are initially recognised as a reduction in the proceeds of the association capital instrument.

Notes to the Financial Statements - continued for the year ended 31st December 2011

1 ACCOUNTING POLICIES - continued

Related party disclosures

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with its parent company

Financial instruments

Financial instruments are measured initially and subsequently at cost

2 TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

		31 12 11 £	31 12 10 £
	UK Sales	10,786,620	14,972,100
	E U Sales	3,138,427	213,289
	Non EU Sales	1,310,915	
		15,235,962	15,185,389
_			
3	STAFF COSTS	31 12 11	31 12 10
	Maran and selemon	£ 538,107	£ 433,413
	Wages and salaries Social security costs	54,372	45,017
		592,479	478,430
	The average monthly number of employees during the year was as follows		
		31 12 11	31 12 10
		15	14
4	OPERATING PROFIT		
	The operating profit is stated after charging		
		31 12 11 £	31 12 10 £
	Other operating leases	16,925	8,178
	Depreciation - owned assets	14,922	11,874
	Loss on disposal of fixed assets	579	
	Goodwill amortisation	2,700	2,700 500
	Patents and licences amortisation Auditors' remuneration	1,815 9,742	10,593
	Directors' remuneration	156,905	161,649

Notes to the Financial Statements - continued for the year ended 31st December 2011

5	INTEREST PAYABLE AND SIMILAR CHARGES	31 12 11	31 12 10
		31 12 11 £	31 12 10 £
	Bank interest	30,795	29,360
	Loan	<u>48,713</u>	117,114
		79,508	146,474
6	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows	31 12 11	31 12 10
		£	£ £
	Current tax	145 070	162 075
	UK corporation tax	145,272	163,875
	Deferred tax	436	<u>(578</u>)
	Tax on profit on ordinary activities	145,708	163,297
	Factors affecting the tax charge The tax assessed for the year is lower than the standard rate of corporation tax explained below	c in the UK	The difference is
		31 12 11	31 12 10
		£	£
	Profit on ordinary activities before tax	619,476	633,275
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax in the UK of 26 5% (2010 - 28%)	164,161	177,317
	Effects of		
	Depreciation Losses on disposal of assets	3,954 153	3,325
	Capital and balancing allowances	(13,838)	(2,203)
	Entertainment	1,287	503
	Marginal relief	(10,445)	(15,067)
	Current tax charge	145,272	163,875

Notes to the Financial Statements - continued for the year ended 31st December 2011

7	INTANGIBLE FIXED ASSETS					
					Patents and	
				Goodwill	licences	Totals
				£	£	£
	COST			07.004	E 000	22.001
	At 1st January 2011 Additions			27,001	5,000 13,150	32,001 13,150
	Additions					
	At 31st December 2011			27,001	18,150	<u>45,151</u>
	AMORTISATION					
	At 1st January 2011			16,201	3,000	19,201
	Amortisation for year			2,700	1,815	4,515
	At 31st December 2011			18,901	<u>4,815</u>	23,716
	NET BOOK VALUE					
	At 31st December 2011			<u>8,100</u>	<u> 13,335</u>	21,435
	At 31st December 2010			10,800	2,000	12,800
8	TANGIBLE FIXED ASSETS					
Ü	TANGET INTERNACE I	Improvements		Fixtures		
		to	Plant and	and	Motor	T -1-1-
		property £	machinery £	fittıngs £	vehicles £	Totals £
	COST	I.	L.	2	~	~
	At 1st January 2011	19,442	42,322	64,523	26,004	152,291
	Additions	21,884	-	11,342	(06.004)	33,226
	Disposals				(26,004)	(26,004)
	At 31st December 2011	41,326	42,322	75,865		<u>159,513</u>
	DEPRECIATION					
	At 1st January 2011	9,176	30,315	46,458	20,639	106,588
	Charge for year	4,133	1,801	7,352	1,636	14,922
	Eliminated on disposal		-	-	<u>(22,275</u>)	<u>(22,275</u>)
	At 31st December 2011	13,309	32,116	53,810	<u>-</u>	_99,235
	NET BOOK VALUE					
	At 31st December 2011	_28,017	10,206	22,055		60,278
			40.007	40.005	E 00E	46 700
	At 31st December 2010	10,266	12,007	<u>18,065</u>	5,365	<u>45,703</u>
9	STOCKS					
					31 12 11	31 12 10
	Stocks				£ 759,52 <u>7</u>	£ 711,659
	Stocks				, 00,021	

Notes to the Financial Statements - continued for the year ended 31st December 2011

10	DEBTORS. AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31 12 11	31 12 10
	Trade debtors	£ 1,970,203	£ 1,979,066
	Amounts owed by group undertakings	2,417,318	2,417,318
	Other debtors	3,437	2,326
	VAT	50,036	47,933 10,130
	Prepayments	27,072	10,130
		4,468,066	4,456,773
11	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR		
•••		31 12 11 £	31 12 10 £
	Bank loans and overdrafts (see note 13)	337,933	318,228
	Trade creditors	1,220,279 145,272	1,215,187 163,875
	Tax Social security and other taxes	30,740	19,773
	Factoring creditor	547,239	857,368
	Directors' current accounts	1,535	4,835
	Accrued expenses	<u>252,695</u>	42,588
		2,535,693	2,621,854
12	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		31 12 11	31 12 10
	Deals James (and note 12)	£ 342,131	£ 716,227
	Bank loans (see note 13)	<u> </u>	710,021
13	LOANS		
	An analysis of the maturity of loans is given below		
		31 12 11 £	31 12 10 £
	Amounts falling due within one year or on demand	£	_
	Bank overdrafts	-	261
	Bank loans	337,933	317,967
		337,933	318,228
	Amounts falling due between one and two years	240 424	342 509
	Bank loans	<u>342,131</u>	342,598
	Amounts falling due between two and five years		
	Bank loans		373,629

The bank loan is repaid by monthly instalments and is due to expire on the 16th October 2013

Included within the bank loans are issue costs of £14,446 (£107,310 issue costs on original loan less accumulated amortisation of £92,864). These costs are being amortised over the life of the loan facility in accordance with FRS 4 'Capital Instruments'.

Notes to the Financial Statements - continued for the year ended 31st December 2011

14	OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

	The following of	perating lease payments a	are committed to be pa	to within one yea	1		
				Land and buildings		Other operating leases	
			31 12 11 £	31 12 10 £	31 12 11 £	31 12 10 £	
	Expiring Between one a	nd five years	20,000	20,000	18,987	9,304	
15	SECURED DE	BTS					
	The following s	ecured debts are included	within creditors				
					31 12 11 £	31 12 10 £	
	Bank overdraft Bank loans Factoring credi				680,064 547,239	261 1,034,194 857,368	
					1,227,303	1,891,823	
	A debenture da of the company	ated 17th October 2008 in a is held by both the bank	corporating a fixed and and the factor compan	d floating charge y	over all current a	and future assets	
16	PROVISIONS	FOR LIABILITIES			31 12 11 £	31 12 10 £	
	Deferred tax Accelerated of	capital allowances			5,492	5,056	
	Balance at 1st Accelerated ca	January 2011 potal allowances				Deferred tax £ 5,056 _ 436	
		st December 2011				5,492	
17	CALLED UP S	SHARE CAPITAL					
	Allotted, issued Number	d and fully paid Class		Nominal value	31 12 11 £	31 12 10 £	
	400	Ordinary		£1	400	400	

Notes to the Financial Statements - continued for the year ended 31st December 2011

18	RESERVES	Profit and loss account £	Share premium £	Totals £
	At 1st January 2011 Profit for the year	2,010,459 473,768	49,950	2,060,409 473,768
	At 31st December 2011	2,484,227	49,950	2,534,177

19 ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited, its parent undertaking and a company registered in England and Wales

20 OTHER FINANCIAL COMMITMENTS

At the year end Delamere Dairy Limited were committed to £2,148,831 (2010 - £1,346,178) of foreign exchange future contracts

21 RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of Delamere Dairy Holdings Limited and has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related party disclosures' not to disclose transactions with its parent company

Mr & Mrs Sutton are partners of Sutton Dairy Goats During the year recharges of £1,320 (2010 - £1,320) were charged by Delamere Dairy Limited to Sutton Dairy Goats At the year end the balance between the two businesses was £Nil (2010 - £Nil)

During the year there were transactions on directors' current accounts with E J Salt, Mrs E A Sutton and R C D Sutton. The balance at the period end was a £1,535 creditor (2010 £4,835). During the year interest of £Nil (2010 - £12,751), was credited to the directors' loan account. No interest was debited to any directors' loan account during the year.

22 ULTIMATE CONTROLLING PARTY

The company is controlled by its directors with no one director having overall control

23 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year	£ 473,768	£ 469,978
Net addition to shareholders' funds Opening shareholders' funds	473,768 2,060,809	469,978 1,590,831
Closing shareholders' funds	2,534,577	2,060,809

31 12 10

31 12 11