# Omega Proteins Limited

Registered number 03868711

Directors' report and financial statements

For the year ended 30 April 2013

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#### **COMPANY INFORMATION**

**Directors** 

M Powar (appointed 21 June 2013) M Sheehan (appointed 21 June 2013)

Registered number

03868711

Registered office

Swalesmoor Farm Swalesmoor Road

Halifax

West Yorkshire HX3 6UF

Independent auditors

Mazars LLP

**Chartered Accountants & Statutory Auditors** 

Mazars House Gelderd Road Gildersome Leeds LS27 7JN

**Bankers** 

Lloyds TSB Bank PLC

45 Hustlergate Bradford BD1 1NT

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## DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2013

The directors present their report and the financial statements for the year ended 30 April 2013

#### Directors' responsibilities statement

The directors are responsible for preparing the 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 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,
- 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.

#### Principal activities

The Principal activity of the group was the collection and disposal of animal by-products arising from processing of poultry and slaughter of livestock. Omega Proteins is able to offer a full range of services and has the ability to process the material collected at one of its own facilities.

#### **Business review**

The company has had a successful year improving both turnover and profitability. The continued investment and support from the parent company has enabled it to continue this growth. The Directors are confident that the growth can be maintained into the next financial year despite the adverse market conditions. The company has returned a profit year after year.

Significant investment has been made and committed into improving processing capabilities and efficiencies across all the divisions. This has been by way of new technology and the addition of increased processing capacities.

The company's continued profits allow it to continue this investment into the future to ensure it remains as one of the leading processors in Europe across all sectors of the by-product industry

The company has made long term alliances with operators in the biodiesel and renewable energy sectors to ensure that all products are 100% recycled and used for maximum benefit. It is always looking to further enhance the use of the end product to be able to offer best value back to the primary producer.

### DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2013

#### **Business review (continued)**

Omega has an excellent working relationship with both raw material suppliers and customers, this working relationship ensures that we are at the forefront of the industry to be able to control the best use of the byproducts and take advantage of any emerging markets

The company is confident it can maintain and further improve its trading position into the following financial year and has begun a renewed capital investment programme to increase processing capacity and efficiency

#### Results

The profit for the year, after taxation, amounted to £7,208,611 (2012 - £6,446,672)

#### **Director**

The director who served during the year was

D Sawrij (resigned 21 June 2013)

Effective as of 21 June 2013 D Sawrij resigned as company director, MS Powar and MJ Sheehan were appointed as directors on that date

#### Qualifying third party indemnity provisions

The company has taken out directors indemnity insurance

#### Provision of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors
  are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

#### **Auditors**

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 3 \ October 2013 and signed on its behalf

M Powar Director

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF OMEGA PROTEINS LIMITED

We have audited the financial statements of Omega Proteins Limited for the year ended 30 April 2013 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).

#### Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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. 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 Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body for our audit work, for this report, or for the opinions we have formed

#### 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 www frc org uk/auditscopeukprivate

#### Opinion on the 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 April 2013 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 the other matter prescribed by the Companies Act 2006

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

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF OMEGA PROTEINS 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 Smithson (Senior Statutory Auditor)

for and on behalf of Mazars LLP

**Chartered Accountants and Statutory Auditors** 

Mazars House Gelderd Road Gildersome Leeds LS27 7JN

Date 31 October 2013

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2013

	Note	2013 £	2012 £
Turnover	1,2		
Continuing operations	·	67,949,196	15,323,579
Acquisitions		-	40,012,681
		67,949,196	55,336,260
Cost of sales	3	(52,197,065)	(41,712,419)
Gross profit		15,752,131	13,623,841
Administrative expenses	3	(5,524,575)	(5,347,018)
Operating profit	4		
Continuing operations		10,227,556	4,241,747
Acquisitions			4,035,076
		10,227,556	8,276,823
Income from fixed asset investments		124,211	-
Amounts written off investments		(305,000)	(1,218,895)
Interest payable and similar charges	8	(115,048)	(270,863)
Profit on ordinary activities before taxation		9,931,719	6,787,065
Tax on profit on ordinary activities	9	(2,723,108)	(340,393)
Profit for the financial year	19	7,208,611	6,446,672

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account

The notes on pages 7 to 18 form part of these financial statements

Registered number 03868711

## BALANCE SHEET AS AT 30 APRIL 2013

	Note	£	2013 £	£	2012 £
Fixed assets					
Tangible assets	11		21,041,638		19,609,892
Investments	12		235,000		540,000
			21,276,638		20,149,892
Current assets					
Stocks	13	4,614,574		3,956,535	
Debtors	14	11,146,837		12,700,758	
Cash at bank and in hand		4,034,567		1,102,413	
		19,795,978		17,759,706	
Creditors: amounts falling due within one year	15	(11,865,004)		(14,212,325)	
Net current assets			7,930,974	<del></del>	3,547,381
Total assets less current liabilities			29,207,612		23,697,273
Creditors, amounts falling due after more than one year	16		(18,205,386)		(13,074,717)
Provisions for liabilities					
Deferred tax	17		(1,381,337)		(1,210,278)
Net assets			9,620,889		9,412,278
Capital and reserves					
Called up share capital	18		1,000		1,000
Profit and loss account	19		9,619,889		9,411,278
Shareholders' funds	20		9,620,889		9,412,278

The financial statements were approved and authorised for issue by the board and were signed on its behalf on  $3 \setminus 0$ .

M Powar Director

The notes on pages 7 to 18 form part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

#### 1. Accounting Policies

#### 1.1 Basis of preparation of financial statements

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

#### 1.2 Going concern

The directors have reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### 1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

#### 1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts

#### 1 5 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and Loss Account over its estimated economic life.

#### 1.6 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 of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Freehold property
Plant & machinery
Motor vehicles
Fixtures & fittings

50 years straight line

15 - 25% reducing balance, 5 or 10 years straight line 25% reducing balance, 2 or 15 years straight line

20 25% reducing balance

- 20 - 25% reducing balance

#### 1.7 Investments

Investments held as fixed assets are shown at cost less impairment for any diminution in value

#### 1.8 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. 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.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

#### 1. Accounting Policies (continued)

#### 1.9 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

#### 1.10 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

#### 1.11 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and Loss Account

#### 1.12 Government grants

Government grants relating to tangible fixed assets are treated as deferred income and released to the Profit and Loss Account over the expected useful lives of the assets concerned. Other grants are credited to the Profit and Loss Account as the related expenditure is incurred.

#### 1.13 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

2.	Turn	over

A geographical analysis of turnover is as follows

	2013 £	2012 £
United Kingdom Rest of European Union Rest of world	47,573,820 16,660,611 3,714,765	43,938,308 10,267,768 1,130,184
	67,949,196	55,336,260

The whole of the turnover and profit before taxation from continuing activities is attributable to the processing of animal by-products

#### 3. Analysis of operating profit

	2013	2012
	£	£
Turnover Cost of sales	67,949,196 (52,197,065)	55,336,260 (41,712,419)
Gross profit Administrative expenses	15,752,131 (5,524,575)	13,623,841 (5,347,018)
	10,227,556	8,276,823

The following amounts were included within continuing activities in relation to acquisitions during the year

	2013 £	2012
	L	L
Turnover	-	40,012,681
Cost of sales	-	(32,844,403)
Gross profit	-	7,168,278
Administrative expenses	-	(3,133,202)
Operating profit	-	4,035,076

4.	Operating profit		
	The operating profit is stated after charging		
		2013 £	2012 £
	Depreciation of tangible fixed assets - owned by the company - held under finance leases Difference on foreign exchange	2,437,555 1,045,657 (74,056)	2,411,235 907,076 (408,183)
5.	Auditors' remuneration		
		2013 £	2012 £
	Fees payable to the company's auditor and its associates for the audit of the company's annual accounts  Fees payable to the company's auditor and its associates in respect of	18,000	20,000
	Taxation compliance services All other non-audit services not included above	5,000 45,250	5,000 5,250
6.	Staff costs		
	Staff costs, including directors' remuneration, were as follows		
		2013 £	2012 £
	Wages and salaries Social security costs Other pension costs	5,656,454 539,509 9,477	5,849,233 689,424 5,769
		6,205,440	6,544,426
	The average monthly number of employees, including the directors,	during the year was	as follows
		2013 No.	2012 No.
	Production Management Administration	170 18 29	181 34 17
		217	232

7.	Directors' remuneration		
		2013	2012
		£	£
	Emoluments	36,564	76,359 ————
8.	Interest payable		
		2013 £	2012 £
	On bank loans and overdrafts	10,592	59,458
	On other loans	159	3,326
	On finance leases and hire purchase contracts	104,297	86,878
	Other interest payable	•	121,201
		115,048	270,863
9.	Taxation		
		2013	2012
	A - 1	£	£
	Analysis of tax charge/(credit) in the year		
	Current tax (see note below)		
	UK corporation tax charge on profit for the year	2,552,041	-
	Adjustments in respect of prior periods	8	(6,401)
	Total current tax	2,552,049	(6,401)
	Deferred tax (see note 17)		
	Origination and reversal of timing differences	171,059	346,794
	Tax on profit on ordinary activities	2,723,108	340,393

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

#### 9. Taxation (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2012 - lower than) the standard rate of corporation tax in the UK of 24% (2012 - 24%). The differences are explained below

	2013 £	2012 £
Profit on ordinary activities before tax	9,931,719	6,787,065
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 24%)	2,383,613	1,628,896
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment Capital allowances for year in excess of depreciation	88,035 89,163	(25,405) (37,721)
Utilisation of tax losses	•	(1,606,593)
Adjustments to tax charge in respect of prior periods  Other differences leading to an increase (decrease) in the tax	8	(6,401)
charge Group relief	(8,770) -	- 40.823
Group Tollor		
Current tax charge/(credit) for the year (see note above)	2,552,049	(6,401)

0	Intangible fixed assets					Goodwill
	04					£
	At 1 May 2012 and 20 April 2012					530,000
	At 1 May 2012 and 30 April 2013  Amortisation					
	At 1 May 2012 and 30 April 2013					530,000
	Net book value				•	·
	At 30 April 2013				:	•
1.	Tangible fixed assets					
		Freehold property £	Plant & machinery £	Motor vehicles £	Fixtures & fittings £	Total £
	Cost					
	At 1 May 2012 Additions	202,349	27,260,993	9,466,755 3,005,150	284,841 20,821	37,214,938 5,467,566
	Disposals	523,021	1,918,574 (70,334)	(1,540,229)	20,021	(1,610,563
	Transfer between classes	903,866	(903,866)	-		-
	At 30 April 2013	1,629,236	28,205,367	10,931,676	305,662	41,071,941
	Depreciation					
	At 1 May 2012	34,819	14,042,635	3,267,911	259,681	17,605,046
	Charge for the year On disposals	34,244 -	2,373,858 (23,792)	1,063,168 (1,034,163)	11,942 -	3,483,212 (1,057,955
	Transfer between classes	9,575	(9,575)	-	•	-
	At 30 April 2013	78,638	16,383,126	3,296,916	271,623	20,030,303
	Net book value				<del>-</del>	
	At 30 April 2013	1,550,598	11,822,241	7,634,760	34,039	21,041,638
	At 30 April 2012	167,530	13,218,358	6,198,844	25,160	19,609,892
	The net book value of assets held as follows	under finance	leases or hire	e purchase cor	tracts, includ	led above, a
					2013	201
					£	;
	Plant and machinery				57,203	2,610,824
	Motor vehicles			5,7	16,783 	4,438,16
				8,8	73,986	7,048,986

12.	Fixed asset investments	
		Other fixed asset investments £
	Cost or valuation	
	At 1 May 2012 and 30 April 2013	2,720,817
	Impairment	
	At 1 May 2012 Charge for the year	2,180,817 305,000
	At 30 April 2013	2,485,817
	Net book value	
	At 30 April 2013	235,000
	At 30 April 2012	540,000
	Other investments represents amounts invested in Big Screen Productions 17 LLP a Productions 21 LLP	nd Big Screen
13	Stocks	
	2013	2012
	£	£
	Raw materials 149,800 Finished goods and goods for resale 4,464,774	118,487 3,838,048
	4,614,574	3,956,535

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

14.	Debtors		
		2013 £	2012 £
	Trade debtors	7,689,214	8,647,241
	Amounts owed by group undertakings	1,081,714	1,068,901
	Amounts owed by other participating interest	114,139	5,706
	Other debtors	1,156,157	1,604,784
	Prepayments and accrued income	1,105,613	1,374,126
		11,146,837	12,700,758
15.	Creditors: Amounts falling due within one year	2013	2012 £
		£	_
	Bank overdraft	730,776	3,981,881
	Net obligations under finance leases and hire purchase contracts	1,879,943	1,708,398
	Trade creditors	4,536,022	5,182,999
	Amounts owed to group undertakings	1,124,232	1,026,827 585,182
	Amounts owed to other participating interest	197,565 1,422,041	505,102
	Corporation tax Social security and other taxes	1,422,041	146,814
	Other creditors	345,829	427,590
	Accruals and deferred income	1,512,967	1,152,634
		11,865,004	14,212,325

Bank overdrafts are secured by a debenture dated 11 August 2011 and an unlimited guarantee and letter of set-off dated December 2008

Hire purchase agreements are secured upon the assets to which the agreements relate

16.	Creditors:		
	Amounts falling due after more than one year		
		2013	2012
		£	£
	Net obligations under finance leases and hire purchase contracts	3,837,801	3,225,232
	Amounts owed to group undertakings	14,043,942	9,153,903
	Amounts owed to other participating interest Government grants received	323,643	270,090 425,492
		18,205,386	13,074,717
	Obligations under finance leases and hire purchase contracts, include	d above, are payat	ole as follows
		2013 £	2012 £
	Between one and five years	3,837,801	3,225,232
17	Hire purchase agreements are secured upon the assets to which the a	agreements relate	
17.	Deterred taxation		
		2013 £	2012 £
	At beginning of year	1,210,278	383,259
	Charge for year	171,059	346,794
	Re transfer of group assets	<del>-</del>	480,225
	At end of year	1,381,337	1,210,278
	The provision for deferred taxation is made up as follows		
		2013 £	2012 £
	Accelerated capital allowances	1,381,337	1,210,278
		<u></u>	<del></del>
18.	Share capital		
		2013 £	2012 £
	Allotted, called up and fully paid	-	_
	1,000 Ordinary shares of £1 each	1,000	1,000

19.	Reserves		
			Profit and loss account £
	At 1 May 2012 Profit for the year Dividends Equity capital		9,411,278 7,208,611 (7,000,000)
	At 30 April 2013		9,619,889
20.	Reconciliation of movement in shareholders' funds		
		2013 £	2012 £
	Opening shareholders' funds Profit for the year Dividends (Note 21)	9,412,278 7,208,611 (7,000,000)	4,465,606 6,446,672 (1,500,000)
	Closing shareholders' funds	9,620,889	9,412,278
21.	Dividends		
		2013 £	2012 £
	Dividends paid on equity capital	7,000,000	1,500,000
22.	Contingent liabilities		
	The company has entered into an intercompany guarantee with resp group companies. At the balance sheet date there was a net liability of	pect to banking f £5 4m (2012 - £1	acilities for other 13m)
23.	Capital commitments		
	At 30 April 2013 the company had capital commitments as follows	2013 £	2012 £
	Contracted for but not provided in these financial statements	824,927	•
	At the year end there is an outstanding letter of credit for the above am	ount	

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

#### 24. Pension commitments

The company operates a defined contributions 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 and amounted to £9,477 (2012 - £5,769). Contributions totalling £3,016 (2012 - £189) were payable from the fund at the balance sheet date and are included in other debtors.

#### 25. Related party transactions

The company has taken advantage of the exemption in the Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the parent company, Leo Group Limited

D Sawrij is also a director and shareholder in Leo Sawrij Limited, a company outside the group but under common control. The transactions and balances are therefore disclosed below

	Sales £	Purchases £	2013 Balance £	2012 Balance £
Leo Sawrij Limited	78,784	813,175	(22,258)	(855,272)

#### 26. Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is Leo Group Limited Copies of the Leo Group Limited consolidated financial statements can be obtained from Swalesmoor Farm, Swalesmoor Road, Halifax, West Yorkshire, HX3 6UF, the registered office of the company