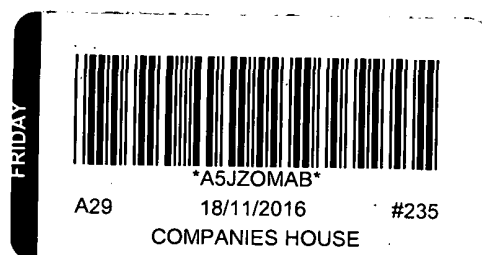


Bart Spices Holdings Limited

Annual report and financial statements

Registered number 07116532

31 March 2016



Contents

Strategic Report	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	3
Independent auditor's report to the members of Bart Spices Holdings Limited	4
Profit and Loss Account and Other Comprehensive Income	6
Balance Sheet	7
Statement of Changes in Equity	8
Notes	9

Strategic Report

The principal activity of Bart Spices Holdings Limited during the year was that of an investment holding company.

Risk analysis

The Directors have reviewed the investments of the Company and carried out a risk assessment based on cash flow, legislation, price and liquidity and are satisfied with the investment risk.

The Company funds its business model using a combination of operational cash flow generation, lease finance, an invoice discounting facility and term loans (held in the Company) under an agreement with its bank. In addition, there exists £12.2 million (2015: £12.2 million) of loan notes payable (in principal) that are listed on the Channel Islands Securities Exchange. The loan note principal is split into two tranches, one of £11,915,000 and one of £285,000, with these tranches listed separately. The interest posted to the profit and loss account is a non-cash transaction and the investment in the Company is supported by the on-going profitability of its trading subsidiary, The Bart Ingredients Co. Ltd.

In May 2015, the Company agreed a standstill arrangement with the bank, as the Group of which the Company is a member was in breach of certain covenant metrics in respect of the financing facilities as at 31 March 2015 due to costs associated with product recalls in that period. The standstill arrangement resulted in the bank agreeing not to enforce the terms of the facility agreement in respect of the repayments of capital for a period of one year. To further strengthen the Company's financial position, a cash injection of £1.0 million was made by the ultimate controlling party as a condition precedent to this agreement. As of March 2016, the Company had exited from the standstill agreement (two months earlier than originally anticipated) and now operates under normal banking terms and conditions, with the Company having ample facilities to meet its future commitments as they fall due.

The shareholder deficit of £10.7 million (2015: £8.0 million) is due to interest on the investment loan notes and the impairment of the investment balance in a previous reporting period which is non-cash and therefore carries acceptable risk.

By order of the board



AC Sills
Director

26 October 2016

Directors' report

The directors present their Directors' Report and financial statements for the year ended 31 March 2016.

Proposed dividend

The directors do not recommend the payment of a dividend (2015: nil).

Directors

The directors who held office during the year were as follows:

DJ Collard
AC Sills
K Crossley (resigned 16 February 2016)
DJ Mead (appointed 26 October 2016)
AEB Wiegman

Political contributions

The Company made no political donations during the year (2015: £nil).

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



AC Sills
Director

Charles House
5-11 Regent Street
London
SW1Y 4LR

26 October 2016

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards (UK Generally Accepted Accounting Practice), 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 judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departure 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
66 Queen Square
Bristol
BS1 4BE
United Kingdom

Independent auditor's report to the members of Bart Spices Holdings Limited

We have audited the financial statements of Bart Spices Holdings Limited for the year ended 31 March 2016 set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 set out on page 3, 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

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 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 March 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with UK 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Bart Spices Holdings Limited *(continued)*

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.



Kate Teal (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
66 Queen Square
Bristol
BS1 4BE

3 1 October 2016

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 March 2016

	<i>Note</i>	2016 £000	2015 £000
Administrative expenses	2	(36)	(3,522)
Operating loss		(36)	(3,522)
Interest payable and similar charges	3	(2,683)	(2,248)
Loss on ordinary activities before taxation		(2,719)	(5,770)
Tax on loss on ordinary activities	4	-	-
Loss for the financial year		(2,719)	(5,770)

There is no other income or losses other than that disclosed above.

Balance Sheet
at 31 March 2016

	<i>Note</i>	2016 £000	£000	2015 £000	£000
Fixed assets					
Investments	5		11,382		11,382
			<hr/>		<hr/>
			11,382		11,382
Current assets					
Debtors	6	1		1	
Cash at bank and in hand	7	1		-	
		<hr/>		<hr/>	
		2		1	
Creditors: amounts falling due within one year	8	(1,317)		(3,409)	
		<hr/>		<hr/>	
Net current liabilities			(1,315)		(3,408)
			<hr/>		<hr/>
Total assets less current liabilities			10,067		7,974
			<hr/>		<hr/>
Creditors: amounts falling due after more than one year	9		(20,802)		(15,990)
			<hr/>		<hr/>
Net liabilities			(10,735)		(8,016)
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	11	86		86	
Share Premium		6,096		6,096	
Profit and loss account		(16,917)		(14,198)	
		<hr/>		<hr/>	
Shareholders' deficit			(10,735)		(8,016)
			<hr/>		<hr/>

These financial statements were approved by the board of directors on 26 October 2016 and were signed on its behalf by:



DJ Mead
Director

Company registered number: 07116532

Statement of Changes in Equity

	Called up Share capital	Share Premium	Profit and loss account	Total equity
	£000	£000	£000	£000
Balance at 1 April 2014	86	6,096	(8,428)	(2,246)
Total comprehensive income for the period				
Loss for the year	-	-	(5,770)	(5,770)
Balance at 31 March 2015	86	6,096	(14,198)	(8,016)
	Called up Share capital	Share Premium	Profit and loss account	Total equity
	£000	£000	£000	£000
Balance at 1 April 2015	86	6,096	(14,198)	(8,016)
Total comprehensive income for the period				
Loss for the year	-	-	(2,719)	(2,719)
Balance at 31 March 2016	86	6,096	(16,917)	(10,735)

Notes

(forming part of the financial statements)

1 Accounting policies

Bart Spices Holdings Limited (the “Company”) is a company limited by shares and incorporated and domiciled in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”) as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in these financial statements:

- Separate financial instruments – carrying amount of the Company’s cost of investment in subsidiaries is its deemed cost at 1st April 2014.
- Borrowing costs – the Company has elected to capitalise borrowing costs only from the date of transition.

The Company’s ultimate parent undertaking, Bart Spices Group Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Bart Spices Group Holdings Limited are available to the public and may be obtained from Charles House, 5-11 Regent Street, London, SW1Y 4LR. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Bart Spices Group Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

Notes *(continued)*

1 **Accounting policies** *(continued)*

1.2 **Going concern**

The financial statements have been prepared on a going concern basis, notwithstanding net current liabilities of £1,315,000 and net liabilities of £10,735,000 which the directors believe to be appropriate for the following reasons.

The Company is a holding company and is therefore dependent for its working capital on funds provided to it by the Group. The Company's ultimate parent, Bart Spices Group Holdings Limited, has confirmed that for the foreseeable future and at least twelve months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company to meet its liabilities. The parent company has made available to the directors copies of its latest management accounts and forecasts for the year ending 31 March 2017. The directors consider that the Group should be able to operate within the limits of its current funding and covenant requirements. After making enquiries, the Directors have a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statement on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

1.3 **Classification of financial instruments issued by the Company**

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.4 **Basic financial instruments**

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Notes (continued)

1 Accounting policies (continued)

1.4 Basic financial instruments (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.5 Impairment

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes *(continued)*

1 Accounting policies *(continued)*

1.6 Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable on bank loans and loan notes.

Interest payable is recognised in profit or loss as it accrues, using the effective interest method.

1.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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.

Notes (continued)

2 Expenses and auditor's remuneration

Auditor's remuneration was borne by another group company in respect of the current and prior period. The directors estimate the amount attributable to this entity to be £1,000 (2015: £1,000).

No directors remuneration was paid for services provided to this company in respect of the current or prior period.

There was no impairment to the investment value in the year (2015: £3.5m). Expenses of £34,000 related to the restructuring of the groups finance facility (2015: nil).

3 Interest payable and similar charges

	2016 £000	2015 £000
Bank loan interest	51	138
Loan note interest	2,632	2,110
	<hr/>	<hr/>
Total other interest payable and similar charges	2,683	2,248
	<hr/>	<hr/>

Of the above amount £1,861,000 (2015: £1,619,000) was payable to group undertakings.

4 Taxation

Reconciliation of effective tax rate

	2016 £000	2015 £000
Loss for the year	(2,719)	(5,770)
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 20% (2015:21%)	(544)	(1,212)
Non-deductible expenses	527	450
Unrelieved tax losses	-	27
Impairment of investment	-	735
Deferred tax not recognised	12	-
Adjustment of closing deferred tax to average rate of 20%	5	-
	<hr/>	<hr/>
Total tax expense included in profit or loss	-	-
	<hr/>	<hr/>

The company has accumulated unrecognised tax losses of £235,000 (2015: £151,000) which it has not recognised due to the uncertainty of future profits.

Factors that may affect future current and total tax charges

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2014) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2015) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2014. This will reduce the company's future current tax charge accordingly. The deferred tax balance at 31 March 2016 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Notes (continued)

5 Fixed asset investments

	Subsidiary undertakings £000
<i>Cost</i>	
At beginning and end of year	14,882
<i>Provisions</i>	
At beginning and end of year	(3,500)
<i>Net book value</i>	
At 31 March 2016	<u>11,382</u>
At 31 March 2015	<u>11,382</u>

The Company has the following investments in subsidiaries which are both incorporated in the UK:

	Aggregate of capital and reserves	Profit/(loss) for the year	Class of shares held	Ownership 2016	Ownership 2016
	£000	£000		%	%
Seebeck 30 Limited	1,350	-	Ordinary	100	100
The Bart Ingredients Co Limited*	6,043	(474)	Ordinary	100	100

*Bart Spices Holdings Limited has direct ownership of Seebeck 30 Limited who has a 100% shareholding of The Bart Ingredients Co. Limited.

6 Debtors

	2016 £000	2015 £000
Prepayments and accrued income	<u>1</u>	<u>1</u>

The debtor balance is due within one year.

7 Cash and cash equivalents

	2016 £000	2015 £000
Cash at bank and in hand	<u>1</u>	<u>-</u>

Notes (continued)

8 Creditors: amounts falling due within one year

	2016 £000	2015 £000
Bank loans	286	1,536
Amounts owed to group undertakings	1,024	1,873
Accruals and deferred income	7	-
	<u>1,317</u>	<u>3,409</u>

9 Creditors: amounts falling after more than one year

	2016 £000	2015 £000
Bank loans	1,180	-
Loan Notes	19,622	15,990
	<u>20,802</u>	<u>15,990</u>

10 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost.

	2016 £000	2015 £000
Creditors falling due more than one year		
Secured bank loans	1,180	-
Loan Notes	19,622	15,990
	<u>20,802</u>	<u>15,990</u>
 Creditors falling due within less than one year		
Secured bank loans	286	1,536
Loan notes	-	-
	<u>286</u>	<u>1,536</u>

Bank loans include a term loan of £773,000 that is repayable on a quarterly basis at £13,725 per quarter and which attracts interest at LIBOR plus 3.5% and an acquisition loan of £701,000 that is repayable on a quarterly basis at £57,822 per quarter and which attracts interest at LIBOR plus 3.50%. The total balance of £1,466,000 includes unamortised arrangement fees of £8,000 (2015: £7,000) and amounts repayable after five years of £nil.

The bank loans are secured by way of a debenture over the assets of The Bart Ingredients Co. Limited and a first fixed charge over the freehold and leasehold property of The Bart Ingredients Co. Limited.

In May 2015 £1,000,000 of priority loan notes were issued that attract interest at 20% and are repayable in 2021. The pre-existing loan notes attract interest at 15% per annum and are also repayable in 2021. The balance of £19,622,000 includes rolled up interest of £7,575,000 and unamortised arrangement fees of £153,000 (2015: £185,000).

The Company has not entered into any interest swap transaction within the year.

Notes (continued)

11 Capital and reserves

Share capital

	2016 £000	2015 £000
<i>Allotted, called up and fully paid</i>		
85,859 ordinary shares of £1 each	86	86
	<hr/>	<hr/>
Shares classified in shareholders' funds	86	86
	<hr/>	<hr/>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

There are 6 deferred ordinary shares issued outside of the immediate group, the holders of these shares are not entitled to attend or vote at meetings of the company

12 Financial instruments

12 (a) Carrying amount of financial instruments

The carrying amounts of the financial assets and liabilities include:

	2016 £000	2015 £000
Assets measured at amortised cost	21,807	17,526
	<hr/>	<hr/>

13 Contingencies

The company is included within the groups VAT registration scheme, which incorporates the ultimate and intermediate parent companies and the company's subsidiary. As such, the company is jointly and severally liable for the amounts owed by the other companies at the balance sheet date. As 31 March 2015 this amounted to £nil. (2015: £nil).

14 Related parties

Identity of related parties with which the Company has transacted

Loan notes totalling £12,200,000 were issued on 5 May 2010 at an interest rate of 15% per annum. On 13 May 2015 a further £1,000,000 of loan notes were issued at an interest rate of 20% per annum.

At the year end, the loan note obligations were as follows:

	2016			2015		
	Loan principal £000	Rolled-up Interest £000	Total £000	Loan principal £000	Rolled-up Interest £000	Total £000
Bart Spices Group Holdings Limited	9,360	4,911	14,271	9,360	3,050	12,410
Langholm Capital Nominees Limited	3,689	1,588	5,277	2,699	878	3,577
Langholm Capital CIP Nominees Limited	37	16	53	27	9	36
S Esom	47	26	72	47	15	62
D Collard	14	7	21	14	5	19
K Crossley	14	7	21	14	5	19
K Campbell	13	7	20	13	5	18
J Dorman	13	7	20	13	4	17
J Peat	13	7	20	13	4	17
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	13,200	6,575	19,775	12,200	3,975	16,175
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

Loan notes of £12,200,000 are listed on the Channel Islands Securities Exchange.

Notes *(continued)*

15 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of The Bart Spices Group Holdings Limited. The ultimate controlling party is Langholm Capital Nominees Limited by virtue of its majority shareholding in Bart Spices Group Holdings Limited.

The Company's immediate and ultimate parent undertaking is Bart Spices Group Holdings Limited. The largest and smallest group in which the results of the Company are consolidated is that headed by Bart Spices Group Holdings Limited. The consolidated accounts of this company are available to the public and can be obtained from York Road, Bedminster, Bristol, BS3 4AD.

16 Subsequent events

On 21 September 2016 the board agreed that accumulated interest of £1,167,000 owed by Bart Spices Holdings Limited to the holders of the A loan notes (with the exception of Bart Spices Group Holdings Limited) would be written off.

17 Explanation of transition to FRS 102 from old UK GAAP

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 102. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2016 and the comparative information presented in these financial statements for the year ended 31 March 2015.

In preparing its FRS 102 financial statements, the Company confirms that there are no adjustments to amounts reported previously in the profit and loss account and balance sheet of the financial statements prepared in accordance with its old basis of accounting (UK GAAP).

18 Accounting estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Impairment calculations

Investments are subject to impairment when there are indicators, such as; the net assets of the underlying company being less than the carrying value of the investments, adverse trading conditions in the underlying investment or significant losses in the year in the underlying investment.

Management use forecast EBITDA and an EBITDA multiple to estimate the level of any required impairment to the carrying value of investments. Changes to these judgements could result in changes to profit or loss for the period and the carrying value of the investment.

The impairment test as at 31 March 2016 resulted in a £nil (2015: £3.5m) charge to the profit and loss account.