

Abbreviated Financial Statements Agrihealth (NI) Limited

For the year ended 30 September 2014



Registered number: NI17710

Abbreviated accounts

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Company Information

Directors Mr. R. H. Patton

Mr. J. M. Murphy (appointed 15 January 2015)

Mr. S. M. Guinan

Mr. C. Maguire (appointed 1 October 2014) Mr. M. J. McAllister (appointed 1 October 2014)

Company secretary Mr. C. Maguire

Registered number NI17710

Registered office 9 Silverwood Industrial Area

Silverwood Road

Lurgan Craigavon Co. Armagh

Independent auditors Grant Thornton

Chartered Accountants & Registered Auditors

24 - 26 City Quay

Dublin 2

Bankers Ulster Bank Limited

14/16 Market Street

Lurgan Craigavon Co. Armagh

Solicitors Barry Healy & Co. Solicitors

Laurel Lodge Hillside Monaghan

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Directors' report

For the year ended 30 September 2014

The directors present their report and the financial statements for the year ended 30 September 2014.

Principal activities

The principal activity of the company during the year was the supply of veterinary services and products within Northern Ireland.

Principal risks and uncertainties

The directors consider that the principal risks and uncertainties faced by the company are in the following categories:

Economic risk

The risk of increased interest rates and or inflation having an adverse impact on served markets.

The risk of unrealistic increases in wages or infrastructural cost impacting adversely on competitiveness of the company and its principal customers.

These are managed by innovative product sourcing and strict control of costs.

Competitor risk

The directors of the company manage competition through close attention to customer service levels and product innovation.

Financial risk

The company has budgetary and financial reporting procedures, supported by appropriate key performance indicators, to manage credit, liquidity and other financial risk.

Results and dividends

The profit for the year, after taxation, amounted to £93,136 (2013 - £131,064).

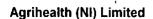
The directors have not recommended a dividend.

Future developments

The company plans to continue its present activities.

Research and development activities

The company did not engage in any research or development during the year ended 30 September 2014.



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Directors' report

For the year ended 30 September 2014

The directors and secretary and their interests in the shares of the parent company

The directors who served during the year were:

Mr. R. H. Patton Mr. S. M. Guinan

The directors who served the company during the year together with their beneficial interests in the shares of the parent company were as follows:

	Class of share	At 30 September 2014	At 1 October 2013
Mr. R. H. Patton	Ordinary Shares of €1.30 each Non Voting Redemption Preference	102,804	102,804
	Shares of €1 each	822,000	822,000
Mr J. M. Murphy	Special Ordinary Shares of €1.30 each	_	8,160

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;
- 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.

Disclosure 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
 relevant audit information and to establish that the company's auditors are aware of that information.

Directors' report

For the year ended 30 September 2014

Auditors

The auditors, Grant Thornton, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Close company provisions

In the opinion of the directors, the company is a close company within the meaning of S.414 Income and Corporation Taxes Act, 1988 (as amended).

This report was approved by the board on 4 March 2015 and signed on its behalf.

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Mr. R. H. Patton Director



Independent auditors' report to Agrihealth (NI) Limited

Under section 449 of the Companies Act 2006

We have examined the abbreviated accounts, which comprise the abbreviated Profit and loss account, the Balance sheet and the related notes, together with the financial statements of Agrihealth (NI) Limited for the year ended 30 September 2014 prepared under section 396 of the Companies Act 2006.

This report is made solely to the company in accordance with section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared.

Opinion on financial statements

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated accounts which comprise the abbreviated Profit and loss account, the Balance sheet and the related notes have been properly prepared in accordance with the regulations made under that section.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2014 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.



Independent auditors' report to Agrihealth (NI) Limited

Under section 449 of the Companies Act 2006

Opinion on 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.

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.

URLOUGH MULLEN (Senior Statutory Auditor)
for and on behalf of

Grant Thornton

Chartered Accountants & Registered Auditors

24 - 26 City Quay Dublin 2

4 March 2015

Abbreviated profit and loss account For the year ended 30 September 2014

	Note	2014 £	2013 £
Turnover	1	14,916,736	13,880,549
Gross profit		2,827,372	2,771,589
Distribution costs		(107,913)	(110,646)
Administrative expenses		(2,603,042)	(2,409,560)
Operating profit	2	116,417	251,383
Interest receivable and similar income		9,476	-
Amounts written off investments		-	(78,032)
Interest payable and similar charges	4	(14,446)	(20,078)
Profit on ordinary activities before taxation		111,447	153,273
Tax on profit on ordinary activities	5	(18,311)	(22,209)
Profit for the financial year	16	93,136	131,064

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

The notes on pages 22 to 32 form part of these financial statements.

Abbreviated balance sheet

As at 30 September 2014

	Note	£	2014 £	£	2013 £
Fixed assets		~	~	۵	۵
Intangible assets	6		365,000		440,000
Tangible assets	7		1,833,535		1,830,546
Investments	8		260,195		260,195
			2,458,730	•	2,530,741
Current assets					
Stocks	9	2,899,179		2,573,940	
Debtors	10	3,798,267		3,119,930	
Cash at bank and in hand		522,894		1,285,385	
		7,220,340		6,979,255	
Creditors: amounts falling due within one year	11	(7,493,564)		(7,300,733)	
Net current liabilities			(273,224)		(321,478)
Total assets less current liabilities			2,185,506	•	2,209,263
Creditors: amounts falling due after more than one year	12		(299,931)		(446,074)
Provisions for liabilities					
Deferred tax	14		(75,000)		(45,750)
Net assets			1,810,575		1,717,439
Capital and reserves					
Called up share capital	15		2		2
Revaluation reserve	16		516,514		516,514
Profit and loss account	16		1,294,059		1,200,923
Shareholders' funds	17		1,810,575		1,717,439

Abbreviated balance sheet (continued)

As at 30 September 2014

The abbreviated accounts, which have been prepared in accordance with the special provisions of section 445(3) of the Companies Act 2006 relating to medium-sized companies, were approved and authorised for issue by the board and were signed on its behalf on 4 March 2015.

Mr. R. H. Patton

Director

Mr. S. M. Guinan

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Director

The notes on pages 22 to 32 form part of these financial statements.

Notes to the abbreviated accounts

For the year ended 30 September 2014

1. Accounting policies

1.1 Basis of accounting

The financial statements are prepared in accordance with generally accepted accounting policies under the historical cost convention and comply with financial reporting standards of the Financial Reporting Council, as promulgated by the Institute of Chartered Accountants in England and Wales.

1.2 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.

1.3 Turnover

Turnover represents net sales to customers and excludes Value Added Tax. Turnover is recognised upon delivery of the goods and services to the customer.

1.4 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.

Amortisation is provided at the following rates:

Goodwill - 10% straight line

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property - 2% straight line
Plant and machinery - 10% straight line
Motor vehicles - 25% straight line
Equipment - 10%/20% straight line

The Company's properties were revalued by Larmer Property Consultants and Robert Wilson Estate Agency Group, Valuation Surveyors, in July 2010.

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Notes to the abbreviated accounts

For the year ended 30 September 2014

1. Accounting policies (continued)

1.7 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.

Net realisable value comprises the actual or estimated selling price less all further costs to be incurred in marketing, selling and distribution.

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.

1.9 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.

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.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

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.

Notes to the abbreviated accounts

For the year ended 30 September 2014

1. Accounting policies (continued)

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.

2. Operating profit

The operating profit is stated after charging/(crediting):

	2014	2013
	£	£
Amortisation of goodwill	75,000	75,000
Depreciation of tangible fixed assets:		
- owned by the company	146,326	121,434
- held under finance leases	12,919	30,400
Auditors' remuneration	8,875	8,875
Foreign currency gains/losses	(17,831)	18,215
Profit on disposal of fixed assets	6,456	(1,750)

During the year, no director received any emoluments (2013 - £NIL).

3. Staff costs

Staff costs were as follows:

	2014	2013
	£	£
Wages and salaries	877,063	843,318
Social security costs	94,032	88,281
Other pension costs	78,038	69,786
	1,049,133	1,001,385
	=	=-,001,000

The average monthly number of employees, including the directors, during the year was as follows:

	2014 No.	2013 No.
Number of administrative and distribution staff	39	35

Notes to the abbreviated accounts

For the year ended 30 September 2014

4.	Interest	navahla
.	merest	payable

		2014	2013
		£	£
	On bank loans and overdrafts	13,763	17,355
	Finance charges	683	2,723
		14,446	20,078
5.	Taxation		
		2014	2013
		£	£
	Analysis of tax (credit)/charge in the year		
	Current tax (see note below)		
	UK corporation tax charge on profit for the year	5,730	20,906
	Adjustments in respect of prior periods	(16,669)	(19,147)
	Total current tax	(10,939)	1,759
	Deferred tax (see note 14)		
	Origination and reversal of timing differences	29,250	20,450
	Tax on profit on ordinary activities	18,311	22,209

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 20% (2013 - 20%). The differences are explained below:

	2014	2013
	£	£
Profit on ordinary activities before tax	111,447	153,273
	=	
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2013 - 20%)	22,289	30,655
Effects of:		
Expenses not deductible for tax purposes	411	20,098
Adjustments to tax charge in respect of prior periods	(16,669)	(25,947)
Timing differences between capital allowances and depreciation	(16,970)	(23,047)
Current tax (credit)/charge for the year (see note above)	(10,939)	1,759
	=	

Notes to the abbreviated accounts

For the year ended 30 September 2014

6. Intangible fixed assets

	Goodwill £
Cost	
At 1 October 2013 and 30 September 2014	750,000
Amortisation	
At 1 October 2013	310,000
Charge for the year	75,000
At 30 September 2014	385,000
Net book value	
At 30 September 2014	365,000
At 30 September 2013	440,000

The directors have considered the carrying value of the goodwill. The directors do not consider the goodwill to be impaired at the balance sheet date.

Notes to the abbreviated accounts

For the year ended 30 September 2014

7. Tangible fixed assets

	Freehold property £	Plant and machinery	Motor vehicles £	Office equipment	Total £
Cost or valuation					
At 1 October 2013	1,288,237	69,222	147,988	1,052,768	2,558,215
Additions	-	-	-	186,040	186,040
Disposals	-	-	(70,322)		(70,322)
At 30 September 2014	1,288,237	69,222	77,666	1,238,808	2,673,933
Depreciation					
At 1 October 2013	68,159	55,663	89,408	514,439	727,669
Charge for the year	22,765	1,639	19,416	115,425	159,245
On disposals	-	•	(46,516)	-	(46,516)
At 30 September 2014	90,924	57,302	62,308	629,864	840,398
Net book value					
At 30 September 2014	1,197,313	11,920	15,358	608,944	1,833,535
At 30 September 2013	1,220,078	13,559	58,580	538,329	1,830,546

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2014	2013
	£	£
Motor vehicles	12,919	49,644

Tangible fixed assets

The company's property was revalued by Robert Wilson Estate Agency Group, Valuation Surveyors, in July 2010. The company's Land and Buildings were valued at £1,250,000 on an open market value basis.

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2014	2013
	£	£
Cost	808,968	808,968
Accumulated depreciation	(109,568)	(93,389)
Net book value	699,400	715,579

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Notes to the abbreviated accounts

For the year ended 30 September 2014

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 October 2013 and 30 September 2014	260,195
Net book value	
At 30 September 2014	260,195
At 30 September 2013	260,195

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Vetigal Limited	Ordinary	100%
Eddie Palin Distribution Limited	Ordinary	100%

Name	Business	Registered office	
Vetigal Limited	Dormant	31 Milltown Road, Donaghcloney,	
Eddie Palin Distribution Limited	Dormant	Craigavan, BT66 7NE 30 Shepherds Court, Newport, Shropshire, TF10 7XW	

9. Stocks

	2014	2013
	£	£
Stock	2,899,179	2,573,940
		

The difference between purchase price or production cost of stocks and their replacement cost is not material.

Notes to the abbreviated accounts

For the year ended 30 September 2014

10. Debtors

	Due within one year	2014 £	2013 £
	Trade debtors Amounts owed by group undertakings Prepayments and accrued income	3,744,531 1,225 52,511	3,091,539 627 27,764
		3,798,267	3,119,930
11.	Creditors: Amounts falling due within one year		
		2014 £	2013 £
	Bank loans and overdrafts Net obligations under finance leases and hire purchase contracts	1,183,362	142,918 9,350
	Trade creditors Amounts owed to group undertakings	1,637,840 4,315,819	2,516,705 4,398,476
	Corporation tax Other taxation and social security	5,730 213,866	20,906 115,459
	Accruals and deferred income	136,947	96,919
		7,493,564	7,300,733

Bank loans and overdrafts of £1,183,362 (2013: £142,918) as disclosed above are secured by the company. Security has been detailed in Note 15 below.

Commitments under hire purchase agreements of £NIL (2013: £9,350) as disclosed above are secured by the assets to which they relate.

Notes to the abbreviated accounts

For the year ended 30 September 2014

12. Creditors:

Amounts falling due after more than one year

	2014	2013
	£	£
Bank loans	299,931	446,074

Included in the creditors is a loan from Ulster Bank. This loan is secured by the following:

- 1. A mortgage debenture from the company providing a first legal charge over the company premises in Clones Road, Monaghan and Lurgan, Co. Armagh.
- 2. A cross group guarantee in the sum of €2,300,000 from the parent company Agrihealth Limited supported by a mortgage debenture providing fixed and floating charges over all the property, assets and undertaking of the Guarantor to include (but not limited to) a first fixed charge over commercial premises at Clones Road, Monaghan and Silverwood, Lurgan, Co Armagh.
- 3. An unlimited intercompany guarantee from Silke Pharmaceuticals Limited.
- 4. An unlimited intercompany guarantee from Jilford Enterprises Limited.

13. Pension commitments

The company operates a defined contribution pension scheme for all employees. The assets of the scheme are held separately to the assets of the company. Contributions to the scheme are charged to the Profit and Loss Account as they become payable. The charge for the period is shown in note 5 of the financial statements and at the period end the company had an accrual in respect of this scheme amounting to £7,778 (2013: £6,478).

Notes to the abbreviated accounts For the year ended 30 September 2014

14.	Deferred taxation		
		2014	2013
		£	£
	At beginning of year	45,750	25,300
	Charge for year (P&L)	29,250	20,450
	At end of year	75,000	45,750
	The provision for deferred taxation is made up as follows:		
		2014	2013
		£	£
	Provision deferred tax; Capital allowances and finance lease	#F 000	45.750
	payments	75,000	45,750
4"	Chaus souitel		
15.	Share capital	2011	
		2014 £	2013 £
	Authorised	₽,	た
	50,000 Ordinary shares of £1 each	50,000	50,000
	, , , ,		
	Allotted, called up and fully paid		
	2 Ordinary shares of £1 each	2	2
16.	Reserves		
		Revaluation	Profit and
		reserve	loss account
	At 1 October 2013	£ 516,514	£ 1,200,923
	Profit for the financial year	-	93,136
	At 30 September 2014	516,514 =======	1,294,059
17.	Reconciliation of movement in shareholders' funds		
		2014	2013
		£	£
	Opening shareholders' funds	1,717,439	1,586,375
	Profit for the financial year	93,136	131,064
	Closing shareholders' funds	1,810,575	1,717,439

Notes to the abbreviated accounts

For the year ended 30 September 2014

18. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of Agrihealth Limited. As part of the Agrihealth Group, it shares administration and other facilities with members of the Group.