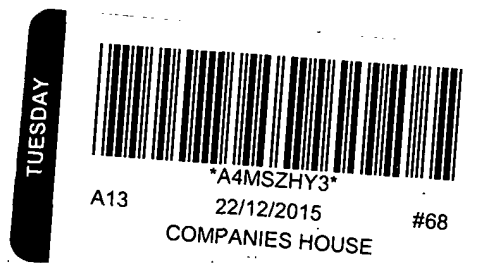


HEYGATE GRAIN LIMITED
FINANCIAL STATEMENTS FOR THE YEAR
ENDED 28TH MARCH, 2015



HEYGATE GRAIN LIMITED

DIRECTORS

A.R. Heygate
P.M. Heygate

SECRETARY

S. Chia

BANKERS

HSBC Bank plc.,
Home & Eastern Counties Corporate Banking Centre,
Level 6, Metropolitan House,
CBX3 Avebury Boulevard,
Milton Keynes.
MK9 2GA

AUDITORS

Clifford Roberts,
Chartered Accountants,
Pacioli House,
9 Brookfield,
Duncan Close,
Moulton Park,
Northampton.
NN3 6WL

REGISTERED OFFICE

Bugbrooke Mills,
Bugbrooke,
Northampton.
NN7 3QH

COMPANY NUMBER

01522607

HEYGATE GRAIN LIMITED

CONTENTS

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 14

HEYGATE GRAIN LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 28TH MARCH, 2015

The directors report their strategic report for the year ended 28th March, 2015.

REVIEW OF BUSINESS

The company's turnover has decreased compared with the previous year due to the effects of changes in unit selling prices and volumes. Despite the competitive pressures, the company has achieved an improved gross return on sales. There has been small savings on both distribution and administrative expenses but the decrease in gross profit has been greater and operating profits are down this year. The company now only acts as a grain merchant and has ceased to hold stocks in readiness for other group companies.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk that the company continues to face is the fluctuation in global grain prices and the ability to source milling wheat of consistently high quality. Weather and market conditions around the world has seen global grain prices fall in the year having an impact on the turnover. This trend is set to continue and the directors expect turnover to fall.

ANALYSIS OF DEVELOPMENTS AND PERFORMANCE

The directors are satisfied with the performance of the company during the year and it's position as at the 28th March, 2015.

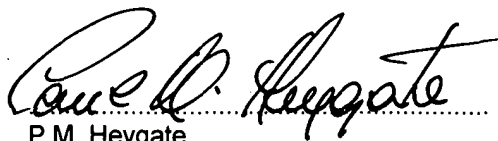
The key performance indicators (KPI's) used in monitoring the company's performance are:

1. Organic sales growth - year on year percentage change in sales revenue.
2. Gross return on sales - gross profit as a percentage of sales revenue.
3. Net return on sales - profit/(loss) on ordinary activities before taxation and before non-recurring items and income from other fixed asset investments, as a percentage of sales revenue.
4. Return on net assets - profit/(loss) on ordinary activities before taxation and before non-recurring items and income from other fixed asset investments, as a percentage of net assets.
5. Free cash flow - comprises the net cash flows from operating activities, less cash outflows due to capital expenditure.

KEY PERFORMANCE INDICATORS (KPI'S)

	2015	2014
Organic sales decline	(14.15%)	(3.23%)
Gross return on sales	0.93%	0.92%
Net return on sales	0.26%	0.33%
Return on net assets	5.82%	9.04%
Free cash flow	(£7.661m)	£ 3.474m

This report was approved by the board
on 15th December, 2015
and signed on its behalf by:


 P.M. Heygate
 Chairman

HEYGATE GRAIN LIMITED**DIRECTORS' REPORT**

The directors present their report and audited financial statements for the year ended 28th March, 2015.

PRINCIPAL ACTIVITY

The principal activity of the company continues to be the purchase of U.K. farmers' and merchants' grain for sale to group companies for processing at its Bugbrooke, Tring and Downham Market sites and for sale to third parties.

RESULTS AND DIVIDENDS

There was a profit on ordinary activities after taxation for the year amounting to £160,139 (2014 - £179,748). The directors have not recommended a dividend in respect of the year ended 28th March, 2015 and no dividends were paid in the period.

FUTURE DEVELOPMENTS

The directors have no plans for any significant changes in business operations in the foreseeable future. They anticipate that the trading performance will be maintained in the next financial year.

DIRECTORS

The directors in office during the year are listed below. Both served on the board throughout the year.

A.R. Heygate

P.M. Heygate

DIRECTORS' RESPONSIBILITIES

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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures 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 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.

HEYGATE GRAIN LIMITED**DIRECTORS' REPORT (CONTINUED)****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 ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

A resolution to re-appoint Clifford Roberts as auditors will be put to the members at the Annual General Meeting.

This report was approved by the board
on 15th December, 2015
and signed on its behalf by:


P.M. Heygate
Chairman

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

HEYGATE GRAIN LIMITED

We have audited the financial statements of Heygate Grain Limited for the year ended 28th March, 2015 set out on pages 6 to 14. 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 that 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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28th March, 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the 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**HEYGATE GRAIN 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 of the information and explanations we require for our audit.



.....
Martin Field, F.C.A.
Senior Statutory Auditor
for and on behalf of
Clifford Roberts
Chartered Accountants and Statutory Auditors
15th December, 2015

Pacioli House
9 Brookfield
Duncan Close
Moulton Park
Northampton.
NN3 6WL

HEYGATE GRAIN LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28TH MARCH, 2015**

	Note	2015 £	2014 £
Turnover	2	61,810,119	71,999,406
Cost of sales		<u>(61,233,675)</u>	<u>(71,340,108)</u>
Gross profit		576,444	659,298
Distribution costs		(120,876)	(127,028)
Administrative expenses		<u>(295,055)</u>	<u>(297,195)</u>
		<u>(415,931)</u>	<u>(424,223)</u>
Operating profit		160,513	235,075
Interest receivable and similar income		<u>1</u>	<u>-</u>
Profit on ordinary activities before taxation		160,514	235,075
Tax on profit on ordinary activities	5	<u>(375)</u>	<u>(55,327)</u>
Profit on ordinary activities after taxation	13	<u>£ 160,139</u>	<u>£ 179,748</u>

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

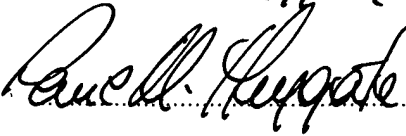
Total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years.

HEYGATE GRAIN LIMITED**COMPANY NUMBER : 01522607****BALANCE SHEET AT 28TH MARCH, 2015**

	Note	2015		2014	
		£	£	£	£
Fixed assets					
Tangible assets	6		157,341		181,494
Current assets					
Debtors: amounts falling due within one year	7	8,597,274		1,764,193	
Cash at bank		-		7,207,827	
		8,597,274		8,972,020	
Creditors: amounts falling due within one year	8	<u>(5,987,694)</u>		<u>(6,547,107)</u>	
Net current assets			<u>2,609,580</u>		<u>2,424,913</u>
Total assets less current liabilities			2,766,921		2,606,407
Provision for liabilities and charges					
Deferred taxation	11		(6,590)		(6,215)
Net assets			<u>£ 2,760,331</u>		<u>£ 2,600,192</u>
Capital and reserves					
Called up share capital	12		19,945		19,945
Share premium account	13		76,005		76,005
Profit and loss account	13		2,664,381		2,504,242
Shareholders' funds	20		<u>£ 2,760,331</u>		<u>£ 2,600,192</u>

These financial statements were approved by the Board on 15th December, 2015 and were signed on its behalf by:


 A.R. Heygate)
)
) Directors
)

 P.M. Heygate)

The notes on pages 8 to 14 form part of these financial statements

HEYGATE GRAIN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015****1. ACCOUNTING POLICIES****Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.

Cash flow statement

The company has taken advantage of the provisions of FRS 1 - "Cash flow statements", whereby it is exempt from producing a cash flow statement as it is a wholly-owned subsidiary of a company whose consolidated financial statements are publicly available.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:-

Leasehold buildings	:	3% per annum
Plant and machinery	:	10% per annum

Deferred taxation

Deferred taxation is the taxation attributable to timing differences between profits computed for taxation purposes and profits as stated in the financial statements and has been provided for, on the liability basis, in full. Transfers to and from deferred taxation are calculated at the rate of corporation tax that it is estimated will be in force when the timing differences reverse. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Leased assets

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

Pension and post employment benefits

In accordance with FRS 17 - "Retirement benefits", the operating and financing costs of pension and post-retirement schemes are recognised separately in the profit and loss account. Service costs are systematically spread over the service lives of the employees and financing costs are recognised in the period in which they arise. The costs of past service benefit enhancements, settlements and curtailments are also recognised in the period in which they arise.

The difference between actual and expected returns on assets during the year, including changes in actuarial assumptions, are recognised in the statement of total recognised gains and losses.

The disclosures required by FRS 17 - "Retirement benefits" are given in note 17 to the financial statements.

2. TURNOVER

Turnover represents the invoiced amount of goods sold and services provided stated net of value added tax. Turnover is recognised upon evidence of delivery.

The turnover and pre-tax profit is wholly attributable to the merchanting and handling of grain within the United Kingdom to a fellow group company.

HEYGATE GRAIN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015****3. STAFF COSTS**

	2015	2014
	£	£
Wages and salaries	91,170	88,236
Social security costs	8,250	8,250
	<u>£ 99,420</u>	<u>£ 96,486</u>

The average number of employees during the year was made up as follows:

	No.	No.
Handling and storage	<u>3</u>	<u>3</u>

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2015	2014
	£	£
This is stated after charging/(crediting):		
Auditors' remuneration	15,400	15,399
Depreciation	24,153	24,172
Rent of buildings	3,500	9,500
(Profit)/loss on disposal of fixed assets	<u>-</u>	<u>(1,499)</u>

There was no directors' remuneration for the year ended 28th March, 2015 nor for the year ended 29th March, 2014.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2015	2014
	£	£
a) Analysis of tax charge for the period		
Current tax		
UK corporation tax on profit for the period	-	53,014
Deferred tax movement	<u>375</u>	<u>2,313</u>
Tax charge on profit on ordinary activities	<u>£ 375</u>	<u>£ 55,327</u>
b) Factors affecting the tax charge for the period		
	2015	2014
	£	£
Profit on ordinary activities before tax	<u>160,514</u>	<u>235,075</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the U.K. of 21% (2014 - 23%)	33,708	54,067
Effects of:		
Capital allowances in excess of depreciation	-	(708)
Depreciation in excess of capital allowances	379	-
Group relief surrendered by fellow group companies	(34,087)	-
(Profit)/loss on disposal of fixed assets	<u>-</u>	<u>(345)</u>
Current tax charge for the period	<u>£ -</u>	<u>£ 53,014</u>

HEYGATE GRAIN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015****6. TANGIBLE FIXED ASSETS**

	Short leasehold buildings		Plant and machinery		Total
Cost	£		£		£
At 30th March, 2014 and 28th March, 2015	226,488	£	721,492	£	947,980
Depreciation					
At 30th March, 2014	196,155		570,331		766,486
Charge for the year	6,165		17,988		24,153
At 28th March, 2015	202,320	£	588,319	£	790,639
Net book amount					
At 28th March, 2015	24,168	£	133,173	£	157,341
At 29th March, 201	£ 30,333	£	151,161	£	181,494

7. DEBTORS**Amounts falling due within one year:**

	2015 £	2014 £
Trade debtors	569,431	368,507
Amounts owed by group undertakings	8,027,842	1,395,686
Tax	1	-
	<u>£ 8,597,274</u>	<u>£ 1,764,193</u>

8. CREDITORS**Amounts falling due within one year:**

	2015 £	2014 £
Bank loans and overdrafts (see note 9)	506,658	-
Trade creditors	5,107,053	6,081,480
Amounts owed to group undertakings	338,068	383,193
Tax	-	53,014
Other creditors	20,515	14,020
Accruals and deferred income	15,400	15,400
	<u>£ 5,987,694</u>	<u>£ 6,547,107</u>

9. LOANS

An analysis of the maturity of loans is given below:

	2015 £	2014 £
--	-----------	-----------

Amounts falling due within one year on demand:

Bank overdrafts	<u>506,658</u>	<u>-</u>
-----------------	----------------	----------

HEYGATE GRAIN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015****10. OPERATING LEASE COMMITMENTS**

At 28th March, 2015 the company had minimum annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2015	2014
	£	£
Expiring:		
In more than five years	<u>3,500</u>	<u>9,500</u>

11. DEFERRED TAXATION

	2015	2014
	£	£
Accelerated capital allowances		
Balance at 30th March, 2014	6,215	3,902
Transfer to profit and loss account	<u>375</u>	<u>2,313</u>
Balance at 28th March, 2015	<u>£ 6,590</u>	<u>£ 6,215</u>

12. SHARE CAPITAL

	2015	2014
	£	£
Allotted, called up and fully paid		
19,945 ordinary shares of £1 each	<u>19,945</u>	<u>19,945</u>

13. RESERVES

	Profit and loss account	Share Premium	Totals
	£	£	£
At 30th March, 2014	2,504,242	76,005	2,580,247
Profit for the year	<u>160,139</u>	<u>-</u>	<u>160,139</u>
At 28th March, 2015	<u>£ 2,664,381</u>	<u>£ 76,005</u>	<u>£2,740,386</u>

14. CAPITAL COMMITMENTS

There were no capital commitments at 28th March, 2015 or 29th March, 2014.

HEYGATE GRAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015

15. CONTINGENT LIABILITIES

There is a contingent liability in respect of an unlimited multilateral guarantee, dated the 31st July, 2008, covering the bank overdrafts of the company, its holding company and the following fellow subsidiaries:-

Heygates Limited	F.A. Bird (Downham Mills) Limited
The Heygate Engineering Company Limited	Heygate Farms Swaffham Limited
Fine Lady Bakeries Limited	Millstream Investments Limited
County Pride Products Limited	Warburton Estate Company Limited
Heygate Leasing Limited	Heygates Country Feeds Limited

The maximum amount payable was the net overdraft of the group at 28th March, 2015.

16. ULTIMATE HOLDING COMPANY

The directors consider that the ultimate holding company is its parent company, Heygate and Sons Limited, which is a company registered in England.

The Heygate and Sons Limited consolidated financial statements are available at Companies House.

17. PENSION ARRANGEMENTS

The long-serving employees of the company, with the exception of the two directors, are members of the Heygate Group Pension and Life Assurance Scheme which provides defined pension and lump sum benefits payable to members on their retirement from the Heygate Group, or to their dependants on death before or after retirement. The scheme is of the defined benefit type for current members and was closed to new members on 1st October, 2002, and on the 30th September, 2010 the scheme ceased further accruals of pensionable service.

For all employees starting employment since 2nd October, 2002, and for existing scheme members in relation to pensionable service from 1st October, 2010, the group has a separate plan within the scheme which provides defined contribution benefits. The assets of the scheme are held in trustee administered funds separate from the company's assets.

The total pension cost to the company for the year was £nil (2014- £nil).

The level of contributions to the scheme is assessed in accordance with the advice of an independent, qualified actuary and is calculated so as to spread the charge to the profit and loss account over the average service periods of current employees in the scheme. The scheme is valued using the projected unit method.

The most recent actuarial valuation was carried out on 1st October, 2014.

As the defined benefit scheme has been closed to new entrants, the age profile of active members is increasing over time. Under the projected unit method, the current service cost will increase as active members of the scheme approach retirement. As a result of the cessation of further accruals of pensionable service the costs of funding the liability to pay future pensions to serving members will decrease.

The disclosures required under FRS 17 are contained within the financial statements of the sponsoring company of the scheme, Heygates Limited (a wholly-owned subsidiary of Heygate and Sons Limited), and in the group financial statements of Heygate and Sons Limited and its subsidiary companies.

HEYGATE GRAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015

18. RELATED PARTY DISCLOSURES

Ultimate controlling party

The directors consider that the ultimate controlling party of the company is its parent company, Heygate and Sons Limited, which owns 100% of the voting issued share capital. Heygate and Sons Limited has a controlling nucleus of directors, Mr. A.R. Heygate and Mr. P.M. Heygate, who together own 10% of the voting issued ordinary share capital personally, and 47.94% of the voting issued ordinary share capital, as principal trustees of family trusts.

Mrs. D. Haines, sister of Mr. P.M. Heygate and cousin of Mr. A.R. Heygate, although not a director of Heygate and Sons Limited, is a principal trustee of a family trust which owns 15.45% of the remaining voting issued ordinary share capital.

Related party transactions

The directors have taken advantage of the exemption contained in FRS 8 - "Related Party Disclosures", from disclosing transactions with entities that are subsidiaries or investees in the group on the grounds that the company qualifies for the exemption as it is a wholly-owned subsidiary of Heygate and Sons Limited.

During the year the company paid rents for land and buildings to Heygate and Sons (Estates), a related entity in which Mr. A.R. Heygate, Mr. P.M. Heygate and Mrs. D. Haines are participators, in the sum of £3,500 (2014 - £9,500). All rentals charged to the company were on an arm's length commercial basis.

During the year the company purchased grain from Heygate and Sons (Farmers), a partnership in which Mr. A.R. Heygate, Mr. P.M. Heygate and Mrs. D. Haines are partners, in the sum of £498,151 (2014 - £485,025). At the year end the company was owed £nil (2014 - £nil) by the partnership. These transactions were undertaken at arm's length on normal commercial terms.

During the year the company purchased grain from Heygate Farms Swaffham Limited, a fellow subsidiary, in the sum of £153,699 (2014 - £304,842). At the year end the company owed £71,263 (2014 - owed from £254,451) in respect of Heygate Farms Swaffham Limited. These transactions were undertaken at arm's length on normal commercial terms.

19. AUDITOR LIABILITY LIMITATION AGREEMENT

On the 18th August, 2015 a resolution was passed by the Heygate and Sons Limited group of companies entering into an agreement limiting the amount of any liability owed to the group of companies by the auditor in respect of any negligence, default or breach of duty occurring in the course of the audit of the financial statements for the year ending 28th March, 2015.

The maximum aggregate amount of the auditor's liability to the group of companies shall not exceed the sum of twenty-five times the fee payable for the financial year in question, or £5,000,000, whichever is the lesser amount.

HEYGATE GRAIN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28TH MARCH, 2015****20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2015	2014
	£	£
Profit for the financial year	<u>160,139</u>	<u>179,748</u>
Net addition to shareholders' funds	160,139	179,748
Opening shareholders' funds	<u>2,600,192</u>	<u>2,420,444</u>
Closing shareholders' funds	<u><u>£ 2,760,331</u></u>	<u><u>£ 2,600,192</u></u>