

# Financial statements Bejam Group Limited

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For the 52 week period ended 27 March 2015

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COMPANIES HOUSE

Company No 917174

## Company information

<b>Company number</b>	917174
<b>Registered office</b>	Second Avenue Deeside Industrial Park Deeside Flintshire CH5 2NW
<b>Director</b>	T S Dhaliwal D Vaughan
<b>Secretary</b>	D Vaughan
<b>Auditor</b>	Grant Thornton UK LLP Statutory Auditor Chartered Accountants Royal Liver Building Liverpool L3 1PS

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## Report of the directors

The directors present their report together with the audited financial statements for the 52 week period ended 27 March 2015.

### **Results and dividends**

The results for the period are set out on page 10.

The company made a profit for the period of £ 2,285,000 (2014: £1,016,000 loss). The directors have not recommended payment of a dividend in either period.

### **Directors**

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

T S Dhaliwal  
D Vaughan (appointed 12 December 2014)  
J K Burrell (resigned 31 December 2014)

### **Fixed assets**

In the opinion of the directors the current open market value of the company's interests in land and buildings is not materially different from the book value as per Note 6.

### **Directors' responsibilities for the financial statements**

The directors are responsible for preparing the Report of the directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. 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 laws). 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 and 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.

## Report of the directors

### **Directors' responsibilities for the financial statements - continued**

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.

In so far as each of the directors is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Auditors**

Grant Thornton UK LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

### **Small company provisions**

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

ON BEHALF OF THE BOARD



T S Dhaliwal  
Director  
9 June 2015



## Independent auditor's report to the members of Bejam Group Limited

We have audited the financial statements of Bejam Group Limited for the 52 week period ended 27 March 2015 which comprise the principal accounting policies, the profit and loss account, the balance sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3-4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://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 27 March 2015 and of the company's profit for the 52 week period 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 matters prescribed by the Companies Act 2006**

In our opinion the information given in the Report of the directors for the financial period for which the financial statements are prepared is consistent with the financial statements.

# Independent auditor's report to the members of Bejam Group 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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report of in preparing the Director's report.

Grant Thornton UK LLP

Fiona Baldwin  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Liverpool  
9 June 2015

## Principal accounting policies

### **Basis of preparation**

The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006 and applicable UK accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The accounting policies have remained unchanged from the previous year and are set out below.

### **Related party transactions**

Advantage has been taken of the exemption in paragraph 3(c) of Financial Reporting Standard 8 in respect of the disclosure of transactions and balances with other wholly owned group companies.

### **Going concern**

The directors consider that the financial statements should be prepared on the going concern basis as the company has continuing support from other group companies.

### **Consolidation**

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

### **Cash flow statement**

The directors have taken advantage of the exemption in Financial Reporting Standard No. 1, 'Cash Flow Statements' (revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and a consolidated cash flow statement is included in the group accounts where the company is consolidated.

### **Turnover**

Turnover is the total amount receivable for services rendered to other group undertakings, including rental income, excluding Value Added Tax. Rental income from operating leases is recognised on a straight line basis over the period of the lease. All turnover arises in the United Kingdom and is attributable to continuing activities.



## Principal accounting policies

### **Tangible fixed assets**

Tangible fixed assets are stated at cost, net of depreciation and provision for impairment. Depreciation is provided to write off the cost less the estimated residual value of each asset by equal instalments over their estimated useful economic lives.

All freehold property is depreciated over 50 years. Freehold land is not depreciated.

Plant and equipment is depreciated on a straight line basis at a rate of 4% - 50% per annum.

Leasehold premiums and improvements are depreciated in equal annual instalments over the lesser of the unexpired term of the lease and 50 years. However, that element of leasehold premium paid to acquire a beneficial rental is written off over the period to the first open market rent review.

### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

### **Investments**

Investments are stated at cost less amounts written off where, in the opinion of the directors, there has been a diminution in the value of the investments.

### **Taxation**

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen, but not reversed at the balance sheet date, except as otherwise required by Financial Reporting Standard 19. Deferred tax is measured using rates of tax that have been enacted or substantially enacted by the balance sheet date.

## Principal accounting policies

### **Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

A financial liability exists where there is a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities under potentially unfavourable conditions.

Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. The carrying amount of the liability is increased by the finance cost and reduced by payments made in respect of that liability. Finance costs are calculated so as to produce a constant rate of charge on the outstanding liability.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Dividends and distributions relating to equity instruments are debited directly to reserves.

## Profit and loss account

	Note	52 weeks ended 27 March 2015 £'000	52 weeks ended 28 March 2014 £'000
<b>Turnover</b>	1	4,682	4,689
Administrative expenses before exceptional items		(4,623)	(5,789)
Exceptional administrative expenses	4	2,184	-
Administrative expenses		(2,439)	(5,789)
Operating income		<u>14</u>	<u>14</u>
<b>Profit/ (loss) on ordinary activities before taxation</b>	2	2,257	(1,086)
Tax on profit/ (loss) on ordinary activities	5	28	70
<b>Profit/ (loss) for the period</b>	12	<u>2,285</u>	<u>(1,016)</u>

All activities relate to continuing operations.

The company had no recognised gains and losses other than those included in the profit and loss account.

## Balance sheet

	Note	27 March 2015 £'000	28 March 2014 £'000
<b>Fixed assets</b>			
Tangible fixed assets	6	4,193	6,544
Investments	7	230	230
		<u>4,423</u>	<u>6,774</u>
<b>Current assets</b>			
Debtors due after more than one year	8	87,640	85,188
<b>Creditors: amounts falling due in more than one year</b>	9	<b>(90,830)</b>	<b>(93,014)</b>
<b>Provisions for liabilities</b>			
Deferred taxation	10	-	-
<b>Net assets/(liabilities)</b>		<u><b>1,233</b></u>	<u><b>(1,052)</b></u>
<b>Capital and reserves</b>			
Called up share capital	11	12,845	12,845
Share premium	12	6,790	6,790
Profit and loss account	12	<b>(18,402)</b>	<b>(20,687)</b>
<b>Shareholders' funds/ (deficit)</b>	13	<u><b>1,233</b></u>	<u><b>(1,052)</b></u>

These financial statements were approved and authorised for issue by the Board of Directors on 9 June 2015 and signed on its behalf by:



T S Dhaliwal  
 Director

## Notes to the financial statements

### 1 Turnover

The turnover and profit/ (loss) before tax are attributable to the one principal activity of the company. All turnover arises from activities in the United Kingdom.

### 2 Profit/ (Loss) before tax

Profit/ (loss) before tax is stated after charging:

	52 weeks ended 27 March 2015 £'000	52 weeks ended 28 March 2014 £'000
Depreciation	1,145	1,100
Operating leases - land and buildings	<u>4,682</u>	<u>4,689</u>

Auditors' remuneration for both this and the preceding period has been borne by another group undertaking.

### 3 Staff numbers and costs

The company had no employees throughout the current or preceding period.

No director of the company received any remuneration for services to the company during both this and the preceding period.

### 4 Exceptional administrative expenses

	52 week period ended 27 March 2015 £'000	52 week period ended 28 March 2014 £'000
Intercompany loan waiver	<u>2,184</u>	<u>-</u>

The intercompany loan waiver relates to amounts no longer due to other group companies.

## Notes to the financial statements

### 5 Taxation

#### (a) Analysis of charge in period

	52 weeks ended 27 March 2015 £'000	52 weeks ended 28 March 2014 £'000
Current tax:		
UK corporation tax	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	78	70
Adjustment in respect of previous periods	(46)	
Effect of change in tax rate	(4)	
Tax on profit on ordinary activities	<u>28</u>	<u>70</u>

#### (b) Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2014: higher) than the standard rate of corporation tax in the UK 21 % (2014: 23%). The differences are explained below.

	52 weeks ended 27 March 2015 £'000	52 weeks ended 28 March 2014 £'000
Current tax reconciliation		
Profit / (loss) on ordinary activities before tax	<u>2,257</u>	<u>(1,086)</u>
Current tax at 21% (2014: 23%)	474	(250)
Effects of:		
Capital allowances in excess of depreciation	77	-
Group relief surrendered not paid for	107	115
Expenses not deductible for tax purposes	54	68
Depreciation in excess of/(less than) capital allowances	<u>(712)</u>	<u>67</u>
Total current tax charge (see above)	<u>-</u>	<u>-</u>

#### (c) Factors affecting the future tax charge

There is no unprovided deferred tax at the year end.

A deferred tax asset of £34,000 (2014: asset of £6,000) has been recognised within other debtors.

## Notes to the financial statements

### 6 Tangible fixed assets

	Land and buildings			Plant and equipment £'000	Total £'000
	Freehold £'000	Long leasehold £'000	Short leasehold £'000		
Cost					
Brought Forward	1,573	561	4,488	4,800	11,422
Additions	-	-	80	191	271
Intra group transfers to group	-	(560)	(2,873)	(2,499)	(5,932)
Intra group transfers from group	58	8	656	2,529	3,251
<b>Carried forward</b>	<b>1,631</b>	<b>9</b>	<b>2,351</b>	<b>5,021</b>	<b>9,012</b>
Depreciation					
Brought Forward	191	249	2,714	1,724	4,878
Charge for the period	21	15	352	757	1,145
Intra group transfers to group	-	(268)	(1,897)	(1,254)	(3,419)
Intra group transfers from group	14	5	421	1,775	2,215
<b>Carried forward</b>	<b>226</b>	<b>1</b>	<b>1,590</b>	<b>3,002</b>	<b>4,819</b>
<b>Net book value</b>					
<b>Carried forward</b>	<b>1,405</b>	<b>8</b>	<b>761</b>	<b>2,019</b>	<b>4,193</b>
Brought forward	1,382	312	1,774	3,076	6,544

### 7 Investments

	Other investments £'000
Cost	
At beginning and end of the period	230
Provisions	
At beginning and end of the period	-
<b>Net book value</b>	
At end beginning and end of the period	230

## Notes to the financial statements

### 7 Investments (continued)

In the opinion of the directors, the aggregate value of the investments is not less than the amounts at which they are stated. The company's subsidiary undertakings and other investments are set out below.

Name of company	Country of registration	Holding	Proportion held	Nature of business
Deeside Storage Limited	United Kingdom	Ordinary shares	100%	Warehouse storage
Iceland Foods Holdings Limited	United Kingdom	Ordinary shares	100%	Dormant
St Catherines Frozen Foods Limited	United Kingdom	Ordinary shares	100%	Dormant
Deeside Jersey Unit Trust	United Kingdom	Ordinary shares	1.5%	Unit trust

### 8 Debtors

	27 March 2015 £'000	28 March 2014 £'000
Other debtors	53	25
Amounts due from group undertakings after one year	87,587	85,163
	<u>87,640</u>	<u>85,188</u>

Amounts due from group undertakings are non-interest bearing and unsecured.

A deferred tax asset of £34,000 (2014: £6,000) has been included within other debtors.

### 9 Creditors: amounts falling due in more than one year

	27 March 2015 £'000	28 March 2014 £'000
Amounts owed to group undertakings	<u>90,830</u>	<u>93,014</u>

Amounts owed to group undertakings are non-interest bearing and unsecured.



## Notes to the financial statements

### 10 Deferred taxation

	27 March 2015 £'000	28 March 2014 £'000
Deferred tax (asset)/liability	<u>(34)</u>	<u>(6)</u>

The movement in the deferred taxation account during the period was:

	27 March 2015 £'000	28 March 2014 £'000
Balance brought forward	(6)	64
Profit and loss account movement arising during the period	(74)	(66)
Adjustment in respect of prior periods	<u>46</u>	<u>(4)</u>
Balance carried forward	<u>(34)</u>	<u>(6)</u>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of:

	27 March 2015 £'000	28 March 2014 £'000
Accelerated capital allowances	<u>(34)</u>	<u>(6)</u>

### 11 Share capital

	27 March 2015 £'000	28 March 2014 £'000
Authorised 150,000,000 ordinary shares of £0.10 each	<u>15,000</u>	<u>15,000</u>
Allotted, called up and fully paid 128,453,750 ordinary shares of £0.10 each	<u>12,845</u>	<u>12,845</u>

### 12 Share premium and reserves

	Share premium account £'000	Profit and loss account £'000
At beginning of period	6,790	(20,687)
Profit for the period	-	2,285
At end of period	<u>6,790</u>	<u>(18,402)</u>

## Notes to the financial statements

### **13 Reconciliation of movements in shareholders' funds/ (deficit)**

	27 March 2015 £'000	28 March 2014 £'000
Profit/ (Loss) for the period	2,285	(1,016)
Shareholders' deficit at beginning of period	<u>(1,052)</u>	<u>(36)</u>
Shareholders' funds/ (deficit) at end of period	<u>1,233</u>	<u>(1,052)</u>

### **14 Operating lease commitments**

The company is committed to the following annual payments under operating leases:

	Land and buildings	
	27 March 2015 £'000	28 March 2014 £'000
Leases due to expire		
In more than five years	<u>5,287</u>	<u>4,689</u>

### **15 Ultimate parent undertaking and parent undertaking**

The immediate parent undertaking of this company is Iceland Midco Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and ultimate controlling related party is Iceland Topco Limited, a company incorporated in England and Wales.

The smallest and largest group in which these financial statements are consolidated is headed by Iceland Topco Limited. The consolidated financial statements of Iceland Topco Limited are available to the public and may be obtained from Companies House.

### **16 Capital commitments**

The company had no capital commitments at 27 March 2015 or 28 March 2014.

### **17 Contingent liabilities**

The company is party to a cross-guarantee between certain fellow group undertakings in respect of bonds. The amount outstanding at the end of the period was £911.6 million (2014: £715.3 million in respect of bank debt).

### **18 Related party transactions**

The company has taken advantage of the exemption in paragraph 3 of Financial Reporting Standard No. 8, 'Related Party Transactions' to disclose transactions with other wholly owned members of the group headed by Iceland Topco Limited as consolidated accounts are prepared and are publicly available.