

Abbreviated Accounts
for the Year Ended 31 May 2015
for
Senova Limited

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**Contents of the Abbreviated Accounts
for the Year Ended 31 May 2015**

	Page
Company Information	1
Strategic Report	2
Report of the Directors	3
Report of the Independent Auditors on the Abbreviated Accounts	5
Abbreviated Profit and Loss Account	6
Statement of Total Recognised Gains and Losses	7
Abbreviated Balance Sheet	8
Notes to the Abbreviated Accounts	9

DIRECTORS:

D J Harley
J Taylor

SECRETARY:

A D H Chalmers

REGISTERED OFFICE:

49A North Road
Great Abington
Cambridge
CB1 6AS

REGISTERED NUMBER:

01584796 (England and Wales)

AUDITORS:

Campbell Dallas LLP
Chartered Accountants &
Statutory Auditors
4 Atholl Crescent
Perth
Perthshire
PH1 5NG

BANKERS:

Clydesdale Bank
64 High Street
Dunfermline
Fife
KY12 7DF

SOLICITORS:

Davidson Chalmers LLP
12 Hope Street
Edinburgh
EH2 4DB

**Strategic Report
for the Year Ended 31 May 2015**

The directors present their strategic report for the year ended 31 May 2015.

REVIEW OF BUSINESS

The directors are satisfied with the trading results of the company for the year. Despite a drop in turnover, due to less favourable market conditions, the company has remained profitable. This is mainly due to the continued strong performance of established varieties.

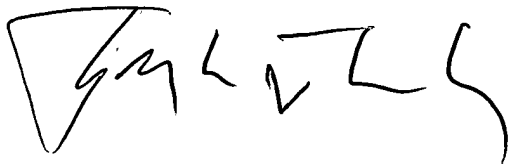
The 4.8% reduction in turnover during 2015 is reflective of the difficult market for older varieties. The gross profit margin has increased from 22.7% to 34.3% due to a reduction in royalty costs.

At the balance sheet date, the company had a strong net asset position and is considered to be financially secure.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties applicable to the business continue to be sudden changes in market sentiment through the introduction of new competitive varieties.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'D J Harley', enclosed within a rectangular box.

D J Harley - Director

24 February 2016

**Report of the Directors
for the Year Ended 31 May 2015**

The directors present their report with the accounts of the company for the year ended 31 May 2015.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the breeding, testing, introduction and marketing of agricultural seeds and related products.

DIVIDENDS

The total distribution of dividends for the year ended 31 May 2015 will be £1,502,144.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 June 2014 to the date of this report.

D J Harley
J Taylor

Other changes in directors holding office are as follows:

C Green ceased to be a director after 31 May 2015 but prior to the date of this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

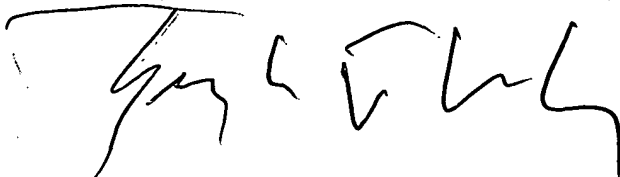
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**Report of the Directors
for the Year Ended 31 May 2015**

AUDITORS

The auditors, Campbell Dallas LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to be 'D J Harley', written over a horizontal line.

D J Harley - Director

24 February 2016

**Report of the Independent Auditors to
Senova Limited
Under Section 449 of the Companies Act 2006**

We have examined the abbreviated accounts set out on pages six to fourteen, together with the full financial statements of Senova Limited for the year ended 31 May 2015 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

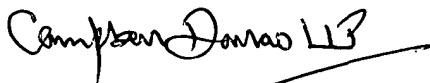
The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated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

Basis of opinion

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 to be delivered are properly prepared.

Opinion

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 have been properly prepared in accordance with the Regulations made under that Section.



Alan Taylor (Senior Statutory Auditor)
for and on behalf of Campbell Dallas LLP
Chartered Accountants &
Statutory Auditors
4 Atholl Crescent
Perth
Perthshire
PH1 5NG

24 February 2016

Senova Limited**Abbreviated Profit and Loss Account
for the Year Ended 31 May 2015**

	Notes	2015 £	2014 £
TURNOVER		7,619,328	8,000,276
Cost of sales and other operating income		(4,965,877)	(6,147,418)
		<u>2,653,451</u>	<u>1,852,858</u>
Administrative expenses		<u>885,141</u>	<u>909,034</u>
OPERATING PROFIT	3	1,768,310	943,824
Interest payable and similar charges	4	<u>4,613</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,763,697	943,824
Tax on profit on ordinary activities	5	<u>-</u>	<u>(29,974)</u>
PROFIT FOR THE FINANCIAL YEAR		<u><u>1,763,697</u></u>	<u><u>973,798</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

The notes form part of these abbreviated accounts

Senova Limited**Statement of Total Recognised Gains and Losses
for the Year Ended 31 May 2015**

	2015 £	2014 £
PROFIT FOR THE FINANCIAL YEAR	1,763,697	973,798
Unrealised deficit on revaluation of properties	(101,732)	-
	<hr/>	<hr/>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	<u>1,661,965</u>	<u>973,798</u>

NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

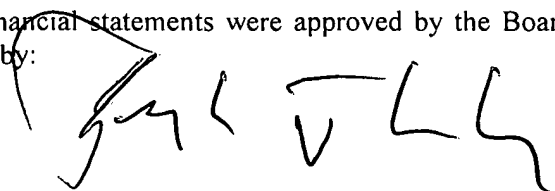
The notes form part of these abbreviated accounts

Abbreviated Balance Sheet
31 May 2015

		2015	2014
	Notes	£	£
FIXED ASSETS			
Tangible assets	7	723,200	824,746
CURRENT ASSETS			
Stocks	8	210,528	294,213
Debtors	9	6,445,146	6,206,727
Cash in hand		<u>34</u>	<u>59</u>
		6,655,708	6,500,999
CREDITORS			
Amounts falling due within one year	10	<u>3,513,787</u>	<u>3,620,445</u>
NET CURRENT ASSETS		<u>3,141,921</u>	<u>2,880,554</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>3,865,121</u></u>	<u><u>3,705,300</u></u>
CAPITAL AND RESERVES			
Called up share capital	13	3,430,826	3,430,826
Revaluation reserve	14	52,867	154,599
Profit and loss account	14	<u>381,428</u>	<u>119,875</u>
SHAREHOLDERS' FUNDS	20	<u><u>3,865,121</u></u>	<u><u>3,705,300</u></u>

The abbreviated accounts have been prepared in accordance with the special provisions of section 445(3) of the Companies Act 2006 relating to medium-sized companies.

The financial statements were approved by the Board of Directors on 24 February 2016 and were signed on its behalf by:



D J Harley - Director

The notes form part of these abbreviated accounts

**Notes to the Abbreviated Accounts
for the Year Ended 31 May 2015**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Financial Reporting Standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced in respect of cereals, wheat and pulses during the year, exclusive of Value Added Tax.

Turnover includes royalties receivable from third parties in respect of sales which are included on an accruals basis.

Tangible fixed assets

Depreciation is calculated so as to write off the cost of an asset, less estimated residual value, over the useful economic life of that asset as follows:

Freehold Property	2 %	Straight line
Plant & Machinery	15 %	Straight line
Motor Vehicles	25 %	Straight line
Equipment	15 %	Straight line

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historic cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Stocks

Stock is valued at the lower of cost and net realisable value.

Deferred tax

Deferred tax is provided at the average rates that are expected to apply when the timing differences reverse, based on current tax rates and laws. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset. Deferred tax assets and liabilities are not discounted. Deferred tax assets are recognised only to the extent that they will be realised.

Research and development

Expenditure on research is written off in the year in which it is incurred.

Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Notes to the Abbreviated Accounts - continued
for the Year Ended 31 May 2015

1. ACCOUNTING POLICIES - continued

Pension costs

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. The assets of the scheme are held separately from those of the company in an independently administered fund.

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.

2. STAFF COSTS

	2015	2014
	£	£
Wages and salaries	337,861	285,536
Social security costs	43,986	38,117
Other pension costs	70,685	35,019
	<u>452,532</u>	<u>358,672</u>

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

	2015	2014
Production staff	4	4
Administrative staff	1	1
Management staff	1	1
	<u>6</u>	<u>6</u>

3. OPERATING PROFIT

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

	2015	2014
	£	£
Depreciation - owned assets	61,540	59,763
Profit on disposal of fixed assets	(15,601)	-
Auditors' remuneration	5,223	6,200
	<u>51,162</u>	<u>65,963</u>
Directors' remuneration	118,834	103,527
Directors' pension contributions to money purchase schemes	35,366	15,726
	<u>153,360</u>	<u>129,216</u>

The number of directors to whom retirement benefits were accruing was as follows:

	2015	2014
Money purchase schemes	<u>1</u>	<u>1</u>

Notes to the Abbreviated Accounts - continued
for the Year Ended 31 May 2015

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2015 £	2014 £
Interest on other loans	<u>4,613</u>	<u>-</u>

5. TAXATION

Analysis of the tax credit

The tax credit on the profit on ordinary activities for the year was as follows:

	2015 £	2014 £
Current tax:		
Over provision in prior year	-	(29,974)
Tax on profit on ordinary activities	<u>-</u>	<u>(29,974)</u>

6. DIVIDENDS

	2015 £	2014 £
Ordinary shares of £1 each		
Final	<u>1,502,144</u>	<u>1,502,144</u>

7. TANGIBLE FIXED ASSETS

	Freehold property £	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
COST OR VALUATION					
At 1 June 2014	719,743	224,703	69,148	103,044	1,116,638
Additions	2,839	-	-	65,416	68,255
Disposals	-	(12,300)	-	(56,264)	(68,564)
Revaluations	(172,582)	-	-	-	(172,582)
At 31 May 2015	<u>550,000</u>	<u>212,403</u>	<u>69,148</u>	<u>112,196</u>	<u>943,747</u>
DEPRECIATION					
At 1 June 2014	57,146	92,029	64,833	77,884	291,892
Charge for year	13,704	23,413	2,109	22,314	61,540
Eliminated on disposal	-	(12,300)	-	(49,735)	(62,035)
Revaluation adjustments	(70,850)	-	-	-	(70,850)
At 31 May 2015	<u>-</u>	<u>103,142</u>	<u>66,942</u>	<u>50,463</u>	<u>220,547</u>
NET BOOK VALUE					
At 31 May 2015	<u>550,000</u>	<u>109,261</u>	<u>2,206</u>	<u>61,733</u>	<u>723,200</u>
At 31 May 2014	<u>662,597</u>	<u>132,674</u>	<u>4,315</u>	<u>25,160</u>	<u>824,746</u>

Notes to the Abbreviated Accounts - continued
for the Year Ended 31 May 2015

7. TANGIBLE FIXED ASSETS - continued

Cost or valuation at 31 May 2015 is represented by:

	Freehold property £	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
Valuation in 2004	261,186	-	-	-	261,186
Valuation in 2007	12,813	-	-	-	12,813
Valuation in 2012	(92,000)	-	-	-	(92,000)
Valuation in 2015	(172,582)	-	-	-	(172,582)
Cost	540,583	212,403	69,148	112,196	934,330
	<u>550,000</u>	<u>212,403</u>	<u>69,148</u>	<u>112,196</u>	<u>943,747</u>

Freehold land and buildings includes £200,000 as the market value of land that is not depreciated. The land and buildings were revalued by Bidwells Property Consultants, in January 2016, at open market value.

8. STOCKS

	2015 £	2014 £
Finished goods	<u>210,528</u>	<u>294,213</u>

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £	2014 £
Trade debtors	906,955	669,201
Amounts owed by group undertakings	5,283,401	5,201,451
Other debtors	124,394	154,269
Tax	110,000	170,310
Prepayments and accrued income	20,396	11,496
	<u>6,445,146</u>	<u>6,206,727</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £	2014 £
Bank loans and overdrafts (see note 11)	74,806	1,009,651
Trade creditors	2,341,175	1,133,760
Amounts owed to group undertakings	68,506	6,866
VAT	63,106	44,123
Accruals and deferred income	966,194	1,426,045
	<u>3,513,787</u>	<u>3,620,445</u>

Notes to the Abbreviated Accounts - continued
for the Year Ended 31 May 2015

11. LOANS

An analysis of the maturity of loans is given below:

	2015 £	2014 £
Amounts falling due within one year or on demand:		
Bank overdrafts	<u>74,806</u>	<u>1,009,651</u>

12. SECURED DEBTS

The following secured debts are included within creditors:

	2015 £	2014 £
Bank overdrafts	<u>74,806</u>	<u>1,009,651</u>

The bank overdraft is secured by a debenture in favour of Clydesdale Bank PLC over the company's assets.

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2015 £	2014 £
1,925,826	Ordinary	£1	1,925,826	1,925,826
1,505,000	Preference	£1	1,505,000	1,505,000
			<u>3,430,826</u>	<u>3,430,826</u>

The redeemable preference shares shall be redeemed at the option of the company, decided upon by the ordinary shareholders, advised by the directors, at a general meeting.

14. RESERVES

	Profit and loss account £	Revaluation reserve £	Totals £
At 1 June 2014	119,875	154,599	274,474
Profit for the year	1,763,697		1,763,697
Dividends	(1,502,144)		(1,502,144)
Revaluation of fixed assets	-	(101,732)	(101,732)
At 31 May 2015	<u>381,428</u>	<u>52,867</u>	<u>434,295</u>

Notes to the Abbreviated Accounts - continued
for the Year Ended 31 May 2015

15. ULTIMATE PARENT COMPANY

The ultimate parent undertaking is Alexander Harley Seeds Limited, a company registered in Scotland.

16. CONTINGENT LIABILITIES

A contingent liability arises in respect of the group overdraft facility for which a cross guarantee is in place between all of the Alexander Harley Seeds Limited group companies without limit, supported by standard securities over the parent company's properties at East Carnmour and Scooniehill, St Andrews and Blairfield at Milnathort. The group overdrafts at 31 May 2015 amounted to £1,408,789 (2014 - £3,215,659).

17. CAPITAL COMMITMENTS

	2015 £	2014 £
Contracted but not provided for in the financial statements	-	30,680

18. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption within FRS8 for group companies, and discloses only those transactions with subsidiaries that are less than 100% owned by the holding company.

During the year net payments of £68,176 (2014 - £61,269) were due to Green Resources Ltd in respect of consultancy fees and expenses. Green Resources Ltd is controlled by Chris Green who is a director of this company. At the year end Senova Ltd owed Green Resources Ltd £27,755 (2014 - £9,500).

19. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Douglas J Harley by virtue of his controlling interest in Alexander Harley Seeds Limited, the ultimate parent undertaking.

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015 £	2014 £
Profit for the financial year	1,763,697	973,798
Dividends	(1,502,144)	(1,502,144)
	261,553	(528,346)
Other recognised gains and losses relating to the year (net)	(101,732)	-
Net addition/(reduction) to shareholders' funds	159,821	(528,346)
Opening shareholders' funds	3,705,300	4,233,646
Closing shareholders' funds	3,865,121	3,705,300