Registered number: 04115910

BENCHMARK HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2012

BENCHMARK HOLDINGS LIMITED

COMPANY INFORMATION

Directors	R J Bonney P A Cook D I Cox R Layton J M Muirhead M D F Pye P J Southgate A E Wall (resigned 5 January 2012) K P Lawless M Plampin
Company secretary	Endeavour Secretary Limited
Registered number	04115910
Registered office	Benchmark House 8 Smithy Wood Drive Sheffield S35 1QN
Auditor	BDO LLP Regent House Clinton Avenue Nottingham NG5 1AZ

BENCHMARK HOLDINGS LIMITED

CONTENTS

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2012

The directors present their report and the financial statements for the year ended 30 September 2012

Principal activities

The principal activity of the company during the year was that of a holding company providing business development, acquisition, sales and marketing, management systems, human resources, financial and accounting support to the Benchmark group companies

The principal activities of the group during the year are embodied under the overall core objective of providing technical services, products and specialist knowledge that support the global development of sustainable business, in particular to the food and farming industries

The group has offices in the UK, USA, Brazil and China t's products and services are sold in Europe, North and South America, Asia and Africa

Specific areas of activity include

- Benchmark Animal Health
  The provision of veterinary services, environmental services, diagnostics and animal health products to global aquaculture through Fish Vet Group (FVG Limited),the manufacture of licensed veterinary vaccines and vaccine components for third party companies at Benchmark Vaccines (Benchmark Vaccines Limited) following the acquisition of Novartis's Braintree vaccine production site,
- Benchmark Sustainability
  Sustainable farming R&D and farm scale renewable energy programmes at FAI (FAI Farms Limited),the provision of sustainable food production consultancy, technical consultancy and assurance services in the international agriculture and food processing sectors through rlconsulting (RL Consulting Limited), partnering with business and organisations to build sustainability into their policies, strategies and activities through triesm (Trie Consulting Limited), and
- Benchmark Publishing
  The provision of online news and technical publications, book publishing, online shops and online distance learning programmes for the food and farming industries through 5m Publishing (5M Enterprises Limited)

Business review

The trend of long term sustained growth across the group continued through 2011-12 with turnover up 43% from £12 90m to £18 50m and operating profits growing strongly by 45% in what remains a very challenging marketplace for some parts of the group at £3 72m (2011 - £2 56m)

This growth is made up of both organic growth in the existing business together with growth through acquisition This has been achieved as a result of continued strong internal investment across the group as the board follows its commitment to building long term strength through strategic investment in both R&D programmes and in production facilities, marketing capabilities and high calibre people to turn innovation into sustainable long term revenue streams

All of these investments continue to be directly in line with the group's ethical business policy and include

- At Benchmark Animal Health investment in new animal health medicine and vaccine development programmes to continue to build the group's pipeline of products for this sector
- At Benchmark Vaccines Limited the largest investment of the year was made to acquire the Braintree veterinary vaccine production and development site from Novartis This fulfilled a long-term group requirement to bring animal health product manufacturing in-house beginning with toll manufacture of vaccines This is a fast growing area of the animal health business and one where the group's intense focus on innovation and technology development will be highly advantageous as we seek to grow this business very dynamically in the short to medium term

- At Fish Vet Group - further investment in new laboratory technology including digital Histopathology scanners and qPCR diagnostic equipment together with the laboratory facilities to continue to enhance the service offering of the business
- At FAI – further investment in sustainable energy demonstration facilities with biomass heating systems, and in on-site training facilities to allow the expansion of training and education programmes
- At rlconsulting – further investment in new distance learning animal welfare training courses for process teams under the Fundamentals brand and sustained growth in consultancy and assurance services
- At 5m Publishing – investment in the expansion of the US and European sales and marketing units, and in the purchase of Curriculo com and setting up the development team from which to launch the group's online recruitment business in mid 2013
- At triesm – further investment in the people and the management systems required to operate the increasing numbers of triesm programmes the business is now involved with as it expands the international market for assisting businesses to build sustainability into their operations at all levels and on any scale

An Increasingly important feature of the group's investment and growth approach is the development of long term strategic partnerships, these include partnerships with

- other key players in the animal health sector, this is across the spectrum from major international pharmaceutical companies to small single technology innovators,
- specialist university research teams and international R&D centres of excellence,
- other companies supplying the same markets with non competing products/services

These initiatives, investments and partnerships are critical in allowing us to continue to connect with, and build success for, our customers and partners whilst also addressing the pressing needs of efficiency and sustainability

Benchmark's growth across the group means that our commitment to the strengthening and development of our teams remains a key priority for the board At group level Benchmark has added a Head of People and a Head of Systems to join its finance, marketing and business development teams, and at subsidiary company level we have continued to bring in senior level industry professionals These initiatives are important in helping us to drive the business forward as well in training and growing our own personnel for the future In addition the group companies continue to provide placement programmes and internships for high calibre students and graduates and we now frequently benefit from this with high potential individuals joining our teams from these programmes

The group also continues its support for community out reach programmes on sustainability and food/farming issues through school visits, training days and open days on group R&D and farming demonstration facilities

Overall the group's growth and performance through 2011-12 continues to strongly support Benchmark's strategic objectives of using continued organic growth and acquisition to create a leading global food industry technology group with a core focus on sustainability and driven by the ethos of ethical business practice

The group's interests now include operations in the UK, USA, Norway, China, Brazil and India employing 131 people

Purchase of own shares

On 8 April 2011 Benchmark Holdings Limited entered into an unconditional agreement with A E Wall, a director of Benchmark Holdings Limited, to repurchase his shareholding using the available distributable reserves of the company A total of 4,666 shares will be repurchased at a price of £187 20 per share Benchmark Holdings Limited repurchased the first tranche of 1,707 shares on 8 April 2011 and the second tranche of 1,555 shares on 6 April 2012

On 8 April 2013 the final tranche amounting to 1,404 shares were repurchased for a consideration of £262,829

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2012

Results and dividends

The profit for the year, after taxation and minority interests, amounted to £2,867,154 (2011 - £1,943,119)

The directors have declared and paid on 6 April 2011 a dividend of £194,160 (2011 - £208,690)

The directors have not recommended a final dividend in respect of the year

Directors

The directors who served during the year were

R J Bonney
P A Cook
D I Cox
R Layton
J M Muirhead
M D F Pye
P J Southgate
A E Wall (resigned 5 January 2012)
K P Lawless
M Plampin

Principal risks and uncertainties

The group company directors continually assess risk and uncertainty in their respective businesses The principal risks and uncertainties facing the Benchmark group that could impact its performance together with the actions that are taken by Benchmark Holdings Limited to mitigate their impact on the group are as follows

- Ensuring retention of turnover Mitigation The group's strategy is to ensure that there is active engagement with all existing clients in order to maintain long term relationships and to invest significant professional resource in to identifying and securing new clients that share our core objectives,
- Ensuring continuity of key staff Mitigation Effective succession planning, development and training programmes plus competitive retention and incentive packages which include a share option scheme, and
- The uncertainty of achieving sales growth in new markets Mitigation The group continues to develop strong specialist partnerships in new markets and is actively pursuing a policy to establish its own presence in key areas of the world

Future developments

This rapid growth and development of the Benchmark Holdings Limited group businesses continues to highlight the very considerable potential that there is for the business and the board is putting in place further developments across the group to exploit the unique position that has been built and to access this opportunity, these include

- The launching of aquaculture vaccine research programmes
- Opening an aquaculture health laboratory in Thailand
- The development of a Centre of Aquaculture Excellence for tilapia at FAI Brazil including a new hatchery and trials facilities
- A strategic marketing programme at Benchmark Vaccines to win new toll manufacturing contracts and to work with key industry players to support vaccine development
- Investment in further farm scale renewable energy resources at FAI including additional solar energy projects and an innovative micro hydro unit
- The acquisition by 5m Publishing of the trade and assets of Nottingham University Press has been completed which will enhance the company's strategy to develop the broadest range of new editions and front list publishing in the animal health and related market sectors
- The launch of an office in Brazil and of further Fundamentals welfare courses at rlconsulting
- Further development of sustainable business reengineering programmes combined with business development, marketing and communication of the triesm business on an international scale

This continues to be an extremely important time in the development of a sustainable food industry, and for the development of long term ethical business in general – the Benchmark Holdings Limited group companies and the teams within them remain both uniquely well placed and highly motivated to continue to play a significant role in this work

Provision of information to auditor

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 and the group's auditor is 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 information needed by the company and the group's auditor in connection with preparing its report and to establish that the company and the group's auditor is aware of that information

Auditor

PKF(UK)LLP have merged their business into BDO LLP and accordingly have signed their auditor's report in the name of the merged firm A resolution to appoint BDO LLP as auditors to the company will be put to the Annual General Meeting

This report was approved by the board on 29 May 2013 and signed on its behalf

M D F Pye
Director

BENCHMARK HOLDINGS LIMITED

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 the group and of the profit or loss of the company and the group 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,
- state whether applicable UK 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 and the group will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to disclose with reasonable accuracy at any time the financial position of the company and to 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENCHMARK HOLDINGS LIMITED

We have audited the financial statements of Benchmark Holdings Limited for the year ended 30 September 2012 which comprise the consolidated profit and loss account, the consolidated statement of total recognised gains and losses, the consolidated and company balance sheet, the consolidated cash flow statement 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 auditor

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

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www frc org uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the company's affairs as at 30 September 2012 and of the group's 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENCHMARK HOLDINGS 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

BDO LLP

Richard Wilson (Senior statutory auditor)
for and on behalf of BDO LLP, Statutory auditor
Nottingham
United Kingdom

12 June 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

BENCHMARK HOLDINGS LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Note	2012 £	2011 £
TURNOVER	1,2	**18,546,696**	12,878,039
Cost of sales		**(8,343,232)**	(5,266,236)
GROSS PROFIT		**10,203,464**	7,611,803
Administrative expenses		**(6,658,111)**	(5,294,843)
Other operating income	3	**177,186**	242,743
OPERATING PROFIT	4	**3,722,539**	2,559,703
Interest receivable and similar income		**11,593**	28,314
Interest payable and similar charges	7	**(115,307)**	(5,718)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		**3,618,825**	2,582,299
Tax on profit on ordinary activities	8	**(750,788)**	(664,656)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		**2,868,037**	1,917,643
Minority interests		**(883)**	25,476
PROFIT FOR THE FINANCIAL YEAR	19	**2,867,154**	1,943,119

All amounts relate to continuing operations

The notes on pages 14 to 36 form part of these financial statements

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2012

	2012 £	2011 £
PROFIT FOR THE FINANCIAL YEAR	**2,867,154**	1,943,119
Movement on foreign exchange reserve	**(29,637)**	(42,732)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	**2,837,517**	1,900,387

The notes on pages 14 to 36 form part of these financial statements

BENCHMARK HOLDINGS LIMITED
REGISTERED NUMBER: 04115910

CONSOLIDATED BALANCE SHEET
AS AT 30 SEPTEMBER 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Intangible assets	9		**3,931,055**		851,930
Tangible assets	10		**2,358,933**		1,208,894
			6,289,988		2,060,824
CURRENT ASSETS					
Stocks	12	**4,832,248**		2,078,210	
Debtors	13	**5,659,095**		2,589,750	
Cash at bank and in hand		**1,018,777**		1,809,168	
		11,510,120		6,477,128	
CREDITORS. amounts falling due within one year	14	**(6,351,653)**		(2,396,436)	
NET CURRENT ASSETS			**5,158,467**		4,080,692
TOTAL ASSETS LESS CURRENT LIABILITIES			**11,448,455**		6,141,516
CREDITORS. amounts falling due after more than one year	15		**(2,872,752)**		(97,900)
PROVISIONS FOR LIABILITIES					
Other provisions	17		**(585,000)**		(540,000)
NET ASSETS			**7,990,703**		5,503,616

CONSOLIDATED BALANCE SHEET (continued)
AS AT 30 SEPTEMBER 2012

	Note	£	2012 £	£	2011 £
CAPITAL AND RESERVES					
Called up share capital	18		**91,711**		93,266
Share premium account	19		**692,813**		692,813
Capital redemption reserve	19		**3,262**		1,707
Foreign exchange reserve	19		**(9,904)**		19,733
Share based payment reserve	19		**234,066**		98,661
Profit and loss account	19		**6,961,837**		4,581,401
SHAREHOLDERS' FUNDS	20		**7,973,785**		5,487,581
MINORITY INTERESTS	22		**16,918**		16,035
			7,990,703		5,503,616

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

29 May 2013

M D F Pye
Director

The notes on pages 14 to 36 form part of these financial statements

BENCHMARK HOLDINGS LIMITED
REGISTERED NUMBER 04115910

COMPANY BALANCE SHEET
AS AT 30 SEPTEMBER 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Tangible assets	10		**74,874**		62,927
Investments	11		**3,931,737**		2,404,901
			4,006,611		2,467,828
CURRENT ASSETS					
Debtors	13	**5,026,567**		3,682,350	
Cash at bank		**148,161**		65,198	
		5,174,728		3,747,548	
CREDITORS amounts falling due within one year	14	**(1,005,222)**		(718,865)	
NET CURRENT ASSETS			**4,169,506**		3,028,683
TOTAL ASSETS LESS CURRENT LIABILITIES			**8,176,117**		5,496,511
CREDITORS amounts falling due after more than one year	15		**(59,999)**		(59,999)
NET ASSETS			**8,116,118**		5,436,512
CAPITAL AND RESERVES					
Called up share capital	18		**91,711**		93,266
Share premium account	19		**692,813**		692,813
Capital redemption reserve	19		**3,262**		1,707
Share based payment reserve	19		**234,066**		98,661
Profit and loss account	19		**7,094,266**		4,550,065
SHAREHOLDERS' FUNDS	20		**8,116,118**		5,436,512

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

29 May 2013

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M D F Pye
Director

The notes on pages 14 to 36 form part of these financial statements

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Note	2012 £	2011 £
Net cash flow from operating activities	24	**3,125,372**	2,501,744
Returns on investments and servicing of finance	25	**(84,860)**	22,596
Taxation	25	**(581,338)**	(958,421)
Capital expenditure and financial investment	25	**(688,901)**	(610,806)
Acquisitions and disposals	25	**(6,192,860)**	(206,258)
Equity dividends paid		**(194,160)**	(394,184)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING		**(4,616,747)**	354,671
Financing	25	**3,140,082**	(252,535)
(DECREASE)/INCREASE IN CASH IN THE YEAR		**(1,476,665)**	102,136

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT
FOR THE YEAR ENDED 30 SEPTEMBER 2012

	2012 £	2011 £
(Decrease)/Increase in cash in the year	**(1,476,665)**	102,136
Cash (inflow)/outflow from (increase)/decrease in debt and lease financing	**(3,432,640)**	28,909
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS	**(4,909,305)**	131,045
New finance leases	**-**	(17,340)
MOVEMENT IN NET DEBT IN THE YEAR	**(4,909,305)**	113,705
Net funds at 1 October 2011	**1,366,372**	1,252,667
NET (DEBT)/FUNDS AT 30 SEPTEMBER 2012	**(3,542,933)**	1,366,372

The notes on pages 14 to 36 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2012

1 ACCOUNTING POLICIES

1 1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1 2 Basis of consolidation

The financial statements consolidate the accounts of Benchmark Holdings Limited and all of its subsidiary undertakings ('subsidiaries')

The results of subsidiaries acquired during the year are included from the effective date of acquisition

1 3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts

Revenue is recognised when goods are dispatched and services are provided in accordance with contractual agreements

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 With the exception of the following goodwill arising on consolidation is amortised over 20 years

Goodwill relating to the acquisition of the Brazilian subsidiary is amortised over 10 years, being the term of the farm lease acquired

Goodwill relating to the acquisition of Benchmark Vaccines Limited is amortised over 3 years, being a prudent estimate over the expected useful life

Intangible assets are stated at cost less amortisation Assets are capitalised and amortised over the expected life of the asset starting from the first year that the asset generates revenue

Amortisation is provided at the following rates

Patents and trademarks	-	20 - 50% straight line
Goodwill	-	5 - 33% straight line

1.5 Tangible fixed assets and depreciation

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

Long term leasehold property	-	2% straight line
Plant and machinery	-	15% reducing balance
Websites	-	20% straight line
E commerce infrastructure	-	10% straight line
Other fixed assets	-	15 - 33% reducing balance

1. ACCOUNTING POLICIES (continued)

1 6 Investments

(i) Subsidiary undertakings
Investments in subsidiaries are valued at cost less provision for impairment

(ii) Other investments
Investments held as fixed assets are shown at cost less provision for impairment

1.7 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

1.8 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term

1.9 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

Live and deadstocks have been valued at the lower of cost and net realisable value and in accordance with normal agricultural practice

The majority of livestock valued on this basis is included at deemed cost of production since the original cost is not considered appropriate and unascertainable Deemed cost of production is 60% of market value for cattle and 75% of market value for all other livestock categories

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

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

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

1 12 Research and development

Research and development costs are written off to the profit and loss account as incurred

1 13 Government grants

Government and other grants are credited to the profit and loss account as the related expenditure is incurred

1 14 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

1.15 Share based payments

The company issues equity settled share based payments to certain employees of the group Equity settled share based payments are measured at fair value (excluding the effect of non market based vesting conditions) at the date of grant The fair value determined at the date of the grant of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the group's estimates of shares that will eventually vest and adjusted for the effect of non market based vesting conditions The effect of this is shown in note 31 Fair value is measured by use of a Black-Scholes Merton model

1 16 Amounts recoverable on contracts

Amounts recoverable on contracts are included in debtors and are valued at anticipated net sales value after provisions for contingencies and anticipated future losses on contacts and are included in debtors Cash received on account on contracts is deducted from amounts recoverable on contracts Such amounts which have been received and exceed amounts recoverable are included in creditors Contracts provisions in excess of amounts recoverable are included in trade creditors

2. TURNOVER

A geographical analysis of turnover is as follows

	2012 £	2011 £
United Kingdom	**8,791,085**	4,493,193
Rest of European Union	**339,840**	283,147
Rest of world	**9,415,771**	8,101,699
	18,546,696	12,878,039

3 OTHER OPERATING INCOME

	2012 £	2011 £
Grants receivable	**177,186**	242,743

4 OPERATING PROFIT

The operating profit is stated after charging

	2012 £	2011 £
Amortisation - intangible fixed assets	**187,254**	84,294
Depreciation of tangible fixed assets		
- owned by the group	**312,073**	209,973
- held under finance leases	**12,657**	15,133
Auditor's remuneration	**21,800**	16,000
Operating lease rentals		
- other operating leases	**258,514**	163,854
Difference on foreign exchange	**586**	1,900
Research and development expenditure written off	**181,784**	-
Patents and Trademarks - impairment charge	**110,000**	-
Share based payment expense	**135,405**	98,661
Tangible fixed assets - impairment charge	**42,398**	-

Auditors fees for the company were £1,264 (2011 - £1,392)

5. STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2012 £	2011 £
Wages and salaries	**3,414,757**	2,679,468
Social security costs	**349,557**	275,600
Other pension costs	**160,868**	97,098
	3,925,182	3,052,166

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

	2012 No.	2011 No
Production	**69**	49
Administration	**16**	10
Management	**27**	14
	112	73

6 DIRECTORS' REMUNERATION

	2012 £	2011 £
Emoluments	**1,209,795**	900,916
Group pension contributions to defined contribution pension schemes	**76,543**	39,082

During the year retirement benefits were accruing to 13 directors (2011 - 9) in respect of defined contribution pension schemes

The highest paid director received remuneration of £104,059 (2011 - £112,563)

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £7,983 (2011 - £4,725)

As explained in note 30, Mr A Wall charged consultancy services to the group of £14,642 (2011 £23,447)

7. INTEREST PAYABLE

	2012 £	2011 £
On bank loans and overdrafts	**157**	2,869
On other loans	**94,350**	69
On finance leases and hire purchase contracts	**1,946**	2,780
Other interest payable	**18,854**	-
	115,307	5,718

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2012

8 TAXATION

	2012 £	2011 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	**932,100**	775,041
Adjustments in respect of prior periods	**(149,056)**	(87,918)
	783,044	687,123
Foreign tax on income for the year	-	4,633
Total current tax	**783,044**	691,756
Deferred tax (see note 16)		
Origination and reversal of timing differences	**(32,256)**	(27,100)
Tax on profit on ordinary activities	**750,788**	664,656

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 25% (2011 - 27%) The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before tax	**3,618,825**	2,582,299
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2011 - 27%)	**904,706**	697,221
Effects of:		
Non-tax deductible amortisation of goodwill	**8,804**	6,310
Expenses not deductible for tax purposes, other than goodwill amortisation	**8,275**	18,388
Depreciation for year in excess of capital allowances	**16,381**	12,220
Utilisation of tax losses	**(45,137)**	(10,169)
Taxes on overseas earnings	**(18,334)**	4,633
Adjustments to tax charge in respect of prior periods	**(149,056)**	(87,918)
Other timing differences leading to an increase (decrease) in taxation	**57,405**	28,104
Unrelieved loss on foreign subsidiaries	-	22,967
Current tax charge for the year (see note above)	**783,044**	691,756

8 TAXATION (continued)

Factors that may affect future tax charges

The Chancellor of the Exchequer announced in his budget on 23 March 2012 that the UK corporation tax rate will reduce to 22% by 2014 A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively On 5 December 2012 the Chancellor of the Exchequer announced in his Autumn Statement that the rate of corporation tax would be further reduced to 21% from 1 April 2014 and on 20 March 2013 the Chancellor of the Exchequer announced in the 2013 Budget that the rate of corporation tax would be reduced further to 20% from 1 April 2015

The group has losses of approximately £212,000 that can be carried forward and utilised against future profits

9. INTANGIBLE FIXED ASSETS

Group	Patents & trademarks £	Goodwill £	Total £
Cost			
At 1 October 2011	374,374	994,568	1,368,942
Additions	-	3,391,217	3,391,217
Foreign exchange movement	-	(14,838)	(14,838)
At 30 September 2012	374,374	4,370,947	4,745,321
Amortisation			
At 1 October 2011	244,374	272,638	517,012
Charge for the year	20,000	167,254	187,254
Impairment charge	110,000	-	110,000
At 30 September 2012	374,374	439,892	814,266
Net book value			
At 30 September 2012	-	3,931,055	3,931,055
At 30 September 2011	130,000	721,930	851,930

Acquisition of assets in Benchmark Vaccines Limited

On 31 August 2012 the Benchmark Vaccines Limited, a subsidiary company, acquired fixed assets and stock at an agreed value of £3,856,156 from Novartis Animal Health Limited Further details of the acquisition of assets purchased in given in note 23 The goodwill arising is to be amortised in accordance with the accounting policies in note 1 4

Impairment of patent and trademarks

The directors have carried out an impairment review of the patent and trademarks as at 30 September 2012, giving due consideration to the forecast cash flows, and consider the carrying value to be £Nil

10. TANGIBLE FIXED ASSETS

Group	Long Term Leasehold Property £	Plant and machinery £	Websites £	E commerce infrastructure £	Other fixed assets £	Total £
Cost						
At 1 October 2011	201,989	1,110,319	458,120	188,376	404,428	2,363,232
Additions	143,060	54,561	56,713	50,000	417,500	721,834
Disposals	-	(73,336)	-	-	-	(73,336)
On acquisition of subsidiaries	600,000	250,000	-	-	-	850,000
Impairment charge	-	-	-	(42,398)	-	(42,398)
Foreign exchange movement	-	(11,704)	-	-	-	(11,704)
At 30 September 2012	945,049	1,329,840	514,833	195,978	821,928	3,807,628
Depreciation						
At 1 October 2011	30,501	639,441	254,421	39,010	190,965	1,154,338
Charge for the year	16,663	138,055	73,033	36,748	60,231	324,730
On disposals	-	(30,373)	-	-	-	(30,373)
At 30 September 2012	47,164	747,123	327,454	75,758	251,196	1,448,695
Net book value						
At 30 September 2012	897,885	582,717	187,379	120,220	570,732	2,358,933
At 30 September 2011	171,488	470,878	203,699	149,366	213,463	1,208,894

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

Group	2012 £	2011 £
Plant and machinery	48,844	80,272

10 TANGIBLE FIXED ASSETS (contınued)

Company	Other fixed assets £
Cost	
At 1 October 2011	**78,679**
Additions	**33,041**
At 30 September 2012	**111,720**
Depreciation	
At 1 October 2011	**15,752**
Charge for the year	**21,094**
At 30 September 2012	**36,846**
Net book value	
At 30 September 2012	**74,874**
At 30 September 2011	62,927

11. FIXED ASSET INVESTMENTS

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
RL Consulting Limited	Ordinary £1	100%
FAI Farms Limited	Ordinary £1	100%
5M Enterprises Limited	Ordinary £1	98 5%
Woodland Limited	Ordinary £1	100%
FVG Limited (wholly owned by Benchmark Animal Health Limited)	Ordinary £1	100%
FAI do Brasil Criacao Animal Ltda (50% owned by 5M Enterprises Limited and 50% owned by FAI Farms Limited)	Social capital R$1	100%
5M Enterprises Inc (wholly owned by 5M Enterprises Limited)	Common stock $10	98 5%
FVG Inc (wholly owned by FVG Limited)	Ordinary $1	100%
TRIE Benchmark Limited	Ordinary £1	100%
Benchmark Animal Health Limited	Ordinary £1	100%
Benchmark Vaccines Limited	Ordinary £1	100%

11 FIXED ASSET INVESTMENTS (continued)

Company	Investments in subsidiary companies £	Loans to subsidiaries £	Total £
Cost or valuation			
At 1 October 2011	**2,404,901**	**-**	**2,404,901**
Additions / transfers	**150,001**	**1,376,835**	**1,526,836**
At 30 September 2012	**2,554,902**	**1,376,835**	**3,931,737**
Net book value			
At 30 September 2012	**2,554,902**	**1,376,835**	**3,931,737**
At 30 September 2011	2,404,901	-	2,404,901

The investment in R L Consulting Limited was increased by £150,000 by the capitalisation of amounts due to the company in intercompany debtors There has also been a £1 investment in Trie Benchmark Limited during the year

Amounts previously included as due from subsidiaries due within one year have been transfered to loan to subsidiaries as the amounts will not be repayable within 12 months of the date when the financial statements are approved

12 STOCKS

	Group		Company	
	2012 £	2011 £	**2012** £	2011 £
Raw materials	**3,917,094**	322,340	**-**	-
Finished goods and goods for resale	**915,154**	1,755,870	**-**	-
	4,832,248	2,078,210	**-**	-

13 DEBTORS

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Due after more than one year				
Other debtors (see note 29)	**81,900**	192,544	**-**	278,350
Deferred tax asset (see note 16)	**43,885**	-	**-**	-
Due within one year				
Trade debtors	**4,813,230**	1,861,038	**-**	-
Amounts owed by group undertakings	**-**	-	**4,877,766**	3,139,649
Other debtors (see note 29)	**322,835**	400,191	**77,936**	239,945
Prepayments and accrued income	**356,375**	64,475	**19,395**	3,006
Amounts recoverable on long term contracts	**8,183**	27,186	**-**	-
Deferred tax asset (see note 16)	**32,687**	44,316	**51,470**	21,400
	5,659,095	2,589,750	**5,026,567**	3,682,350

14. CREDITORS:
Amounts falling due within one year

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Bank loans and overdrafts	**1,697,889**	335,615	-	-
Net obligations under finance leases and hire purchase contracts	**15,055**	27,199	-	-
Trade creditors	**1,918,188**	564,643	**193,392**	60,261
Amounts owed to group undertakings	-	-	**451,773**	439,281
Corporation tax	**932,100**	711,540	-	-
Social security and other taxes	**148,978**	87,379	**23,903**	21,951
Other creditors (see note 30)	**795,436**	38,483	**14,013**	8,878
Accruals and deferred income	**844,007**	631,577	**322,141**	188,494
	6,351,653	2,396,436	**1,005,222**	718,865

Finance lease and hire purchase creditors are secured on the assets concerned

The bank holds a first and only legal charge over the property at 22 Carsegate Road, Inverness The bank also holds fixed and floating charges over the assets and undertakings of the company

15 CREDITORS:
Amounts falling due after more than one year

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Bank loans	**2,784,000**	-	-	-
Other loans	**59,999**	59,999	**59,999**	59,999
Net obligations under finance leases and hire purchase contracts	**4,767**	19,983	-	-
Other creditors	**23,986**	17,918	-	-
	2,872,752	97,900	**59,999**	59,999

15. CREDITORS·
Amounts fallıng due after more than one year (contınued)

Oblıgatıons under finance leases and hıre purchase contracts, ıncluded above, are payable as follows

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Between one and five years	**4,767**	19,983	**-**	-

Fınance lease and hıre purchase credıtors are secured on the assets concerned

The bank loan ıs secured by a cross company guarantee The ınterest rate on the loan ıs LIBOR plus 4 5% per annum The repayment terms are £180,000 per quarter for a perıod of fıve years

Bank loans due ın one year and more than one year ınclude loan arrangement fees of £144,000 whıch are beıng amortısed over the lıfe of the loan of five years

16 DEFERRED TAX ASSET

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
At begınnıng of year	**44,316**	17,216	**21,400**	-
Released durıng the year	**32,256**	27,100	**30,070**	21,400
At end of year	**76,572**	44,316	**51,470**	21,400

The deferred tax asset ıs made up as follows

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Accelerated capıtal allowances	**(13,504)**	(30,993)	**(9,017)**	(7,175)
Tax losses	**31,762**	4,113	**3,829**	3,975
Other tımıng dıfferences	**58,314**	71,196	**56,658**	24,600
	76,572	44,316	**51,470**	21,400

17. PROVISIONS

Group	Legal fees provision £	Repairs provision £	Onerous contract provision £	Total £
At 1 October 2011	450,000	15,000	75,000	540,000
Additions	96,494	40,000	16,411	152,905
Amounts used	(16,494)	-	(91,411)	(107,905)
At 30 September 2012	530,000	55,000	-	585,000

Legal fees provision

There is an ongoing legal dispute involving FVG Limited, a subsidiary company, relating to the use of the Salmosan trademark in Spain for an entirely different product In addition there are a number of further ongoing disputes, including one relating to improper usage of the Salmosan product and the other relating to a dispute regarding a distribution agreement At the year end, the directors reviewed the adequacy of the provision based on current information concerning the dispute and consider that it should be increased by £80,000 to £530,000 (2011 - £450,000) The directors consider this to be a reasonable estimate of the potential legal costs that will be incurred in defending the company's position

Repairs provision

Under property operating lease agreements, FAI Farms Limited, a subsidiary company, has an obligation to maintain all properties to the standard that prevailed at the inception of the lease The directors estimate the costs of this obligation at £15,000 (2011 - £15,000) Further provisions have been established in Benchmark Vaccines Limited on acquisition of the trade assets for the tenant repairing lease in Braintree The directors estimate the likely cost to make the repair at the acquisition date is £40,000 This estimate has not changed at the balance sheet date

Onerous contract provision

The group were committed to funding the costs of an ongoing project for which no future revenues are anticipated During the year the provision was fully utilised

The Company has no provisions

18. SHARE CAPITAL

	2012	2011
	£	£
Allotted, called up and fully paid		
91,711 (2011 - 93,266) Ordinary shares of £1 each	**91,711**	93,266

On 6 April 2012 Benchmark Holdings Limited repurchased 1,555 £1 ordinary shares with an aggregate nominal value of £1,555 from A E Wall, a director of the company, using the available distributable reserves of the company (see note 30) The consideration paid was £187 20 per share and the amount charged to distributable reserves including costs was £292,558 (see note 20)

Employee share option scheme

Options exist over 2,920 £1 ordinary shares (2011 - 1,500 £1 ordinary shares) in the company and the exercise price is the nominal value of £1 per share During the year 1,420 share options were granted Further details of the individual schemes has been diclosed within note 31

19. RESERVES

Group	Share premium account £	Capital redempt'n reserve £	Foreign exchange reserve £	Share based payment reserve £	Profit and loss account £
At 1 October 2011	692,813	1,707	19,733	98,661	4,581,401
Profit for the year	-	-	-	-	2,867,154
Dividends Equity capital	-	-	-	-	(194,160)
Purchase of own shares	-	-	-	-	(292,558)
Transfer on purchase of own shares	-	1,555	-	-	-
Movement on foreign exchange	-	-	(29,637)	-	-
Movement on other reserves	-	-	-	135,405	-
At 30 September 2012	692,813	3,262	(9,904)	234,066	6,961,837

Company	Share premium account £	Capital redempt'n reserve £	Share based payment reserve £	Profit and loss account £
At 1 October 2011	692,813	1,707	98,661	4,550,065
Profit for the year	-	-	-	3,030,919
Dividends Equity capital	-	-	-	(194,160)
Purchase of own shares	-	-	-	(292,558)
Transfer on purchase of own shares	-	1,555	-	-
Movement on other reserves	-	-	135,405	-
At 30 September 2012	692,813	3,262	234,066	7,094,266

20. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

Group	2012 £	2011 £
Opening shareholders' funds	**5,487,581**	3,706,683
Profit for the year	**2,867,154**	1,943,119
Dividends (Note 21)	**(194,160)**	(208,690)
Shares issued during the year	-	1,665
Purchase of own shares	**(292,558)**	(321,148)
Share premium on shares issued (net of expenses)	-	310,023
Movement on foreign exchange reserve	**(29,637)**	(42,732)
Share based payment reserve	**135,405**	98,661
Closing shareholders' funds	**7,973,785**	5,487,581

Company	2012 £	2011 £
Opening shareholders' funds	**5,436,512**	3,462,111
Profit for the year	**3,030,919**	2,093,890
Dividends (Note 21)	**(194,160)**	(208,690)
Shares issued during the year	-	1,665
Purchase of own shares	**(292,558)**	(321,148)
Share premium on shares issued (net of expenses)	-	310,023
Share based payment reserve	**135,405**	98,661
Closing shareholders' funds	**8,116,118**	5,436,512

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own profit and loss account

The profit for the year dealt with in the accounts of the company was £3,030,919 (2011 - £2,093,890)

21. DIVIDENDS

	2012 £	2011 £
Dividends paid on equity capital	**194,160**	208,690

22. MINORITY INTERESTS

Equity	£
At 1 October 2011	**16,035**
Proportion of profit after taxation for the year	**883**
At 30 September 2012	**16,918**

23. ACQUISITIONS AND DISPOSALS

Acquisitions

	Vendors' book value £	Fair value adjustments £	Fair value to the group £
Assets and liabilities acquired			
Tangible fixed assets	850,000	-	850,000
Stocks	3,006,156	-	3,006,156
Other creditors and provisions	-	(40,000)	(40,000)
Net assets acquired	3,856,156	(40,000)	3,816,156

Satisfied by	
Consideration	
Cash	6,000,000
Deferred consideration	1,014,513
Acquisition costs	192,860
	7,207,373
Goodwill arising on consolidation (see note 9)	3,391,217

Benchmark Vaccines Limited is a subsidiary of Benchmark Holdings Limited The entity was incorporated in May 2012 in order to hold the assets acquired in the deal and therefore the entity did not trade in the period prior to the acquisition on 31 August 2012

The terms of the sale and purchase agreement state that the deferred consideration will be offset against invoiced sales made to the vendor following the acquisition until the full amount has been discharged

24. NET CASH FLOW FROM OPERATING ACTIVITIES

	2012 £	2011 £
Operating profit	3,722,539	2,559,703
Share based payment expense	135,405	98,661
Amortisation of intangible fixed assets	297,254	169,762
Depreciation of tangible fixed assets	367,128	225,107
Profit on disposal of tangible fixed assets	10,030	3,028
Decrease/(increase) in stocks	252,118	(1,210,160)
(Increase)/decrease in debtors	(3,037,089)	674,249
Increase/(decrease) in creditors	1,372,987	(83,606)
Increase in provisions	5,000	65,000
Net cash inflow from operating activities	3,125,372	2,501,744

25. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2012	2011
	£	£
Returns on investments and servicing of finance		
Interest received	**11,593**	28,314
Interest paid	**(94,507)**	(5,718)
Hire purchase interest	**(1,946)**	-
Net cash (outflow)/inflow from returns on investments and servicing of finance	**(84,860)**	22,596

	2012	2011
	£	£
Taxation		
Corporation tax	**(581,338)**	(958,421)

	2012	2011
	£	£
Capital expenditure and financial investment		
Purchase of tangible fixed assets	**(721,834)**	(615,806)
Sale of tangible fixed assets	**32,933**	5,000
Net cash outflow from capital expenditure	**(688,901)**	(610,806)

	2012	2011
	£	£
Acquisitions and disposals		
Purchase of increased interest in minority	**-**	(206,258)
Acquisition of subsidiary	**(6,192,860)**	-
Net cash outflow from acquisitions and disposals	**(6,192,860)**	(206,258)

	2012	2011
	£	£
Financing		
Issue of ordinary shares	**-**	97,522
Purchase of ordinary shares	**(292,558)**	(321,148)
New secured loans	**3,460,000**	-
Repayment of finance leases	**(27,360)**	(28,909)
Net cash inflow/(outflow) from financing	**3,140,082**	(252,535)

26 ANALYSIS OF CHANGES IN NET DEBT

	1 October 2011	Cash flow	Other non-cash changes	30 September 2012
	£	£	£	£
Cash at bank and in hand	1,809,168	(790,391)	-	1,018,777
Bank overdraft	(335,615)	(686,274)	-	(1,021,889)
	1,473,553	(1,476,665)	-	(3,112)
Finance leases	(47,182)	27,360	-	(19,822)
Debts due within one year	-	(676,000)	-	(676,000)
Debts falling due after more than one year	(59,999)	(2,784,000)	-	(2,843,999)
Net funds	1,366,372	(4,909,305)	-	(3,542,933)

27. CONTINGENT LIABILITIES

There is a full cross guarantee in respect of borrowings of other group undertakings Total borrowings of other group undertakings at 30 September 2012 was £4,481,889 (2011 - £335,615)

28 PENSION COMMITMENTS

The group operates a defined contributions pension scheme The assets of the scheme are held separately from those of the group in an independently administered fund The pension cost charge represents contributions payable by the group to the fund and amounted to £160,868 (2011 - £69,675) Contributions totaling £20,903 (2011 - £18,290) were payable to the fund at the balance sheet date and are included in creditors

29. OPERATING LEASE COMMITMENTS

At 30 September 2012 the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2012	Land and buildings 2011
Group	£	£
Expiry date:		
Within 1 year	**16,552**	3,324
Between 2 and 5 years	**240,656**	158,356
After more than 5 years	**190,152**	190,152

At 30 September 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2012	Land and buildings 2011
Company	£	£
Expiry date:		
Between 2 and 5 years	**36,000**	36,000

30. RELATED PARTY TRANSACTIONS

Included within debtors / (creditors) due within one year are the following balances

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Benchmark Holdings Limited Executive Pension Scheme	**47,442**	201,169	**47,442**	201,169
Directors' loan accounts	**5,759**	5,759	**-**	-
Benchmark Holdings Executive Pension Scheme	**-**	-	**-**	-
Total	**53,201**	206,928	**47,442**	201,169

Included within debtors / (creditors) due after more than one year are the following balances

	Group		Company	
	2012	2011	**2012**	2011
	£	£	**£**	£
Benchmark Holdings Limited Executive Pension Scheme	**-**	110,645	-	110,645
Director's loan account	**(59,999)**	(59,999)	-	(59,999)
Total	**(59,999)**	50,646	-	50,646

Group

Included within other debtors is a loan from Benchmark Holdings Limited to the Benchmark Holdings Limited Executive Pension Scheme in the previous year which has now been fully repaid The balance of capital and interest outstanding at the year end is £Nil (2011 - £311,814), of which £Nil (2011 - £110,645 (net of advance payments of capital and interest)) is due after more than one year Capital payments of £303,165 (2011 - £2,169) have been made at the year end

Interest was charged on the loan at 5% above the base rate of Barclays Bank Plc Interest received in the year amounted to £15,263 (2011 - £16,755) In 2011, £8,199 of this was receivable and included within other debtors due in one year The loan was secured on the property to which it relates, located at 8 Smithy Wood Drive, Sheffield, S35 1QN

Included within other debtors due within one year are payments made by Benchmark Holdings Limited on behalf of Benchmark Holdings Limited Executive Pension Scheme amounting to £47,442 Subsequent to the year end these payments have been reimbursed to Benchmark Holdings Limited

During the year the group was charged £36,000 (2011 - £36,000) by the Benchmark Holdings Limited Executive Pension Scheme in respect of property rental In addition the group has paid a rental deposit of £36,000 to the Benchmark Holdings Limited Executive Pension Scheme and this amount is included within other debtors due after more than one year as at 30 September 2012 (2011 - £36,000)

During the year the group was charged £14,642 (2011 - £23,447) by A E Wall, a director, for the provision of consultancy services

At the balance sheet date, included in other creditors are amounts due to the following directors

M D F Pye £59,999 (2011 - £59,999)

At the balance sheet date, included in other debtors are amounts due from the following directors

D I Cox £5,759 (2011 - £5,759)

No interest is charged on the loan to M J Gooding and interest is charged on the loan to D I Cox at a fixed rate of 4 75%

Company

Included within other debtors is a loan from Benchmark Holdings Limited to the Benchmark Holdings Limited Executive Pension Scheme in the previous year which has now been fully repaid The balance of capital and interest outstanding at the year end is £Nil (2011 - £311,814), of which £Nil (2011 - £110,645 (net of advance payments of capital and interest)) is due after more than one year Capital payments of £303,165 (2011 - £2,169) have been made at the year end

Interest is charged on the loan at 5% above the base rate of Barclays Bank Plc Interest received in the year amounted to £15,263 (2011 - £16,755) In 2011 £8,199 of this was receivable and included within other debtors due in one year The loan is secured on the property to which it relates, located at 8 Smithy Wood Drive, Sheffield, S35 1QN

Included within other debtors due within one year are payments made by Benchmark Holdings Limited on behalf of Benchmark Holdings Limited Executive Pension Scheme amounting to £47,442 Subsequent to the year end these payments have been reimbursed to Benchmark Holdings Limited

At the balance sheet date, included in other creditors are amounts due to the following directors

M D F Pye £59,999 (2011 - £59,999)

NOTES TO THE FINANCIAL STATEMENTS
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Purchase of own shares

On 8 April 2011 Benchmark Holdings Limited entered into an unconditional agreement with A E Wall, a director of Benchmark Holdings Limited, to repurchase his minority shareholding using the available distributable reserves of the company A total of 4,666 shares representing 5% of the company's voting rights will be repurchased at a price of £187 20 per share Benchmark Holdings Limited repurchased the second tranche of 1,555 shares on 6 April 2012 for a consideration of £291,096

The final tranche amounting to 1,404 shares were repurchased on 8 April 2013

Dividends paid to directors

Dividends declared in the year amounted to £194,160 (2011 - £208,690) and were paid to the directors of the company and directors of subsidiary undertakings on 21 December 2011 and 4 July 2012 The amounts paid are analysed below

	2012	2011
	£	£
R J Bonney	**46,505**	48,377
P A Cook	**15,502**	16,126
D I Cox	**10,032**	10,436
R Layton	**46,505**	48,377
J M Muirhead	**16,729**	16,125
M D F Pye	**46,505**	48,377
P J Southgate	**10,032**	10,436
A E Wall	-	10,436
J Marshall	**118**	-
K Lawless	**140**	-
M Gooding	**288**	-
Hornbuckle Mitchell Trustees Ltd	**574**	-
P Tams	**1,230**	-
Total	**194,160**	208,690

NOTES TO THE FINANCIAL STATEMENTS
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31. SHARE OPTIONS

The group operates two EMI based equity settled share option schemes for certain employees Options are exercisable at a price equal to the nominal value of the parent company's shares The vesting period in respect of both of the schemes is detailed below If the options remain unexercised after a period of ten years from the date of grant the options expire Options are forfeited if the employee leaves the group before the options vest

The share options under the schemes are as follows

Year	No of Options				Option Price	Exercise Period
	As at 1 October 2011	Granted in 2012	Lapsed in 2012	As at 30 September 2012		
2010	1,500	-	-	1,500	100 00p	September 2013 to September 2020
2012	-	1,420	-	1,420	100 00p	June 2014 to June 2022

Share option issued August 2010

Share options outstanding at the year end had a weighted average exercise price of 100 00p (2011 - 100 00p), and a weighted average remaining contractual life of 12 months

The fair value of the EMI equity settled share options granted is estimated at the date of grant using the Black Scholes Merton model taking into account the terms and conditions on which the options were granted The expense recognised for these options during the year was £100,343 (2011 - £98,661) This has been reflected in the profit and loss account and included within administrative expenses The balance of the fair value of the share based payment reserve at the year end is in respect of these options is £199,004 (2011 - £98,661)

Share option issued June 2012

Share options outstanding at the year end had a weighted average exercise price of 100 00p, and a weighted average remaining contractual life of 24 months

The fair value of the EMI equity settled share options granted is estimated at the date of grant using the Black Scholes Merton model taking into account the terms and conditions on which the options were granted The expense recognised for these options during the year was £35,062 This has been reflected in the profit and loss account and included within administrative expenses The balance of the fair value of the share based payment reserve at the year end is respect of these options is £35,062

The balance on the share options reserve at the year end is £234,066 (2011 - £98,661) The total charge reflected in the in the profit and loss account and included within administrative expenses was £135,403 (2011 - £98,661)

32. CONTROLLING PARTY

The company is controlled by the shareholders There is no single ultimate controlling party