

Heritage Brands Limited and Controlled Entities

ABN 91 081 149 635

Annual Report

For the Year Ended 31 July 2013

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For the Year Ended 31 July 2013

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Corporate Governance Statement

For the Year Ended 31 July 2013

The Board of Heritage Brands Limited (the Company) is committed to maintaining the highest standards of corporate governance. Corporate governance is about having a set of values that underpin the Company's everyday activities and values that ensure fair dealing, transparency of actions and protect the interests of stakeholders.

The Company has been guided by the principles of corporate governance promoted by the National Stock Exchange of Australia (NSX). This statement outlines the main corporate governance practices followed by the Company, which take into account the operational requirements of the Company. The Company's corporate governance framework includes a Board Charter and various policies, which are reviewed each year.

Role of the Board

The Board's primary role is the overall operation and stewardship of the Company for the protection and enhancement of long-term shareholder value.

To fulfil this role, the Board is responsible for setting the overall strategic direction, financial objectives and operational goals of the Company and monitoring management's implementation of these. The Board is also responsible for overseeing succession planning for directors and senior management, determining remuneration for senior management and for directors (within shareholder approved limits), identifying and managing risk, monitoring the integrity of internal control and management information systems and approving and monitoring financial and other reporting.

The Board has delegated responsibility for the day to day operations and administration of the Company to the senior management team and these responsibilities are delineated by formal delegated authority. These responsibilities are reviewed against appropriate performance indices and updated at regular intervals including annual salary reviews and setting of the Company's key milestones.

Board size and composition

The Board determines its size and composition, subject to the limits imposed by the Company's Constitution, which requires a minimum of three and a maximum of ten directors. From time to time the Board may review the appropriate number of directors and may resolve to appoint additional directors who possess skills that will add value of the Board. New appointments are to be ratified by the members at the next Annual General Meeting.

Role of Chairman

The Chairman, who is elected by the Board, presides over Board meetings and General Meetings of the Company. The Chairman's responsibilities include providing effective leadership and ensuring effective performance of the Board and any committees and representing the views of the board to governments, the public etc. The Chairman is a non-executive director.

Board meetings

Board meetings are held in accordance with a calendar agreed to by Board members. The Chairman or any Director may convene additional meetings if required. The Chairman establishes meeting agendas to ensure adequate coverage of financial, strategic and major risk areas throughout the year.

Access to information and advice

All Directors have unrestricted access to Company's records and information. The Board collectively, and each Director individually, has the right to seek independent professional advice at the Company's expense to help them carry out their responsibilities. The Chairman's prior approval is required, and it may not be unreasonably withheld and, in its absence, Board approval must be sought before committing to independent professional advice.

Corporate Governance Statement

For the Year Ended 31 July 2013

Committees

Functions that are commonly delegated to committees are performed by specific members of the Board and the CEO. In addition there are specific committees as follows:

- Audit Committee; and
- Remuneration Committee

Each of the above has a Chairman and meets when necessary.

Risk Management

Approach to risk management

Taking and managing risk are central to everyday business and to building shareholder value. The Company's approach is to identify, assess and control the risks which affect its business. The intention is to enable risks to be balanced against appropriate rewards. The risk management approach links the Company's vision and values, objectives and strategies, and procedures and training.

Risk management roles and responsibilities

The Board is responsible for approving and reviewing the Company's risk management strategy and policy. The CEO is responsible for implementing the Board-approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of the Company's activities.

Financial reporting

The Board receives regular reports about the financial condition and operational results of the Company. The Chief Financial Officer periodically provides formal statements to the Board and is responsible for ensuring that:

- the Company's financial statements present a true and fair view of Company's financial condition and operational results, and
- the risk management and internal compliance and control systems are sound, appropriate and operating efficiently and effectively.

Internal audit

There is no internal audit department. The assessment of the control system is undertaken by the CEO, the COO and the Board. The Audit committee also assists in the review of the Internal Control System.

Conflict of interest

Any Director who has a conflict of interest must notify each other Director of this conflict prior to, or at the latest, at the first Board meeting subsequent to becoming aware of the conflict. Any services provided by Directors or transactions involving entities related to Directors must be on arm's length terms and approved by the Board.

Code of conduct

The Company is in the process of developing a Code of Conduct which deals with, amongst other areas, conflict of interest, personal gains and gifts, confidentiality, compliance with the law and policies and the work environment. Once adopted, all Directors and employees will be bound by the Code of Conduct.

Corporate Governance Statement

For the Year Ended 31 July 2013

All Directors, managers and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Trading in Company securities

The Board has adopted a Securities Dealing Policy, which applies to all Directors and employees. The policy specifies the periods during which the purchase and sale of the securities may not occur and sets out a notification procedure concerning transactions.

Communication with shareholders

The Board has adopted a Continuous Disclosure Policy and has implemented a procedure to ensure the prompt release to the NSX of price sensitive information. Shareholder newsletters are sent to shareholders at times deemed appropriate by the Board.

All Board members and the external auditor attend the Annual General Meeting and are available to answer questions. Notice of the AGM, and related papers, is sent to all Shareholders at least 28 days before the meeting. Resolutions are proposed on each substantially separate issue, including in relation to the Annual Accounts and the Directors' Remuneration Report.

Directors' Report

31 July 2013

The directors present their report, together with the financial statements of the Group, being Heritage Brands Limited (the Company) and its controlled entities, for the financial year ended 31 July 2013.

1. General information

Information on directors

The names, qualifications, experience and special responsibilities of each person who has been a director during the year and to the date of this report are:

FAIRFULL David John	Non-Executive Chairman
Qualifications	B.Com, A.C.I.S, C.P.A., F.Fin, M.A.I.C.D.
Experience	Merchant banker with over 40 years' experience in mergers and acquisitions and underwriting projects
Interest in shares and options	620,000 Fully Paid Ordinary Shares
Other current directorships in listed entities	Drill Torque Limited (Chairman) New Hope Corporation Limited Washington H. Soul Pattinson and Company Limited
Other directorships in listed entities held in the previous three years	Souls Private Equity Limited
KROK Maxim	Non-Executive Director
Interest in shares and options	The director is a nominee director appointed by Maximize Equity Pty Ltd (holding 91,431,644 Fully Paid Ordinary Shares - 19.98% of issued capital), the ultimate holding company of Kistani Holdings Pty Ltd (Kistani). Kistani holds 11,369,060 Fully Paid Ordinary Shares - 2.48% of issued capital
Special responsibilities	Chairman of remuneration committee and member of audit committee
BEINART Steven	Non-Executive Director
Interest in shares and options	The director is a nominee director appointed by Maximize Equity Pty Ltd (holding 91,431,644 Fully Paid Ordinary Shares - 19.98% of issued capital), an ultimate holding company of Kistani Holdings Pty Ltd (Kistani). Kistani holds 11,369,060 Fully Paid Ordinary Shares - 2.48% of issued capital
Special responsibilities	Member of remuneration committee
GOODEY Stephen Donald Alfred	Managing Director
Qualifications	B.Com, MBA, IMM
Experience	Extensive experience in FMCG companies internationally
Interest in shares and options	18,299,034 Fully Paid Ordinary Shares - 4.00% of issued capital
Special responsibilities	Chief Executive Officer

Directors' Report

31 July 2013

Information on directors continued

MASON Stephen Leslie	Non-Executive Director
Qualifications	LLB, BComm, DipCM, FCPA, FCSA, JP
Experience	Formerly CEO of Creative Brands Pty Ltd and Finance Director of ASX listed Lemarne Corporation Ltd for over 10 years and Company Secretary for 20 years
Interest in shares and options	63,895,060 Fully Paid Ordinary Shares - 13.96% of issued capital
Special responsibilities	Chairman of audit committee
Other directorships in listed entities held in the previous three years	Lemarne Corporation Limited
McCARTNEY William Thomson	Non-Executive Director
Experience	Over 40 year's experience in the cosmetic fragrance, toiletry, food and flavour industries in Australia, South East Asia and China
Interest in shares and options	The director is a nominee director appointed by Rawlo International Inc. (holding 80,671,614 Fully Paid Ordinary Shares - 17.63% of issued capital)
Special responsibilities	Member of remuneration committee
COX Peter Henry Townsend	Non-Executive Director
Qualifications	B Com, CA
Experience	Extensive experience in accounting and finance including 30 years as a Chartered Accountant in both public practice and as a finance director
Interest in shares and options	18,299,834 Fully Paid Ordinary Shares - 4.00% of issued capital.
SMITH Brent Charles Albert	Non-Executive Director
Qualifications	B.Bus, F.Fin
Experience	Investment banker with over 13 year's experience advising both local and international companies across a wide variety of sectors, working on a broad range of mergers and acquisitions, capital raisings, restructurings and strategic reviews
Interest in shares and options	Mr. Smith represents Soul Private Equity Limited (SPEL), the largest shareholder of the Group. SPEL holds 114,962,106 Fully Paid Ordinary Shares - 25.12% of issued capital
Special responsibilities	Member of audit committee

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal activities and significant changes in nature of activities

The principal activities of the Group during the financial year were the selling and distribution of branded cosmetics, toiletries, skincare, nail care products, oils and fragrances.

There were no significant changes in the nature of the Group's principal activities during the financial year.

Directors' Report

31 July 2013

2. Operating results and review of operations for the year

Operating results

Despite a continuing difficult retail environment, Heritage Brands Limited has delivered a profit for the year ended 31 July 2013. Sales are up on comparative basis on the previous year, however profit is down this year:

	2010	2011	2012	2013
	\$'000	\$'000	\$'000	\$'000
Revenue	7,094	24,653	26,786	29,428
EBITDA	(2,362)	2,023	2,513	1,827
Profit after tax	(2,718)	(408)	1,260	791

The profit is down compared to last year due to increased marketing support for the new brands, In Essence and Oil Garden, and additional employee expenses related to these new brands.

Recent feedback in our industry suggests a downturn in consumer confidence has resulted in ongoing retail closures and growing unemployment which has affected the amount of consumer dollars being spent on health and beauty products. Nevertheless, the Directors' of Heritage remain committed to the Company's strategy of growth by acquisition of iconic Australian brands. In this regard we are continuing to review opportunities that fit our stated strategy, plus we are also constantly analysing our current structure to position the Company for ongoing organic growth.

Review of operations

Revenue for the year was \$29,428,954 (2012: \$26,786,087). Profit after tax for the year was \$791,249 (2012: \$1,259,503).

The Group achieved a profit in 2013 despite the depressed retail markets, with revenue up 10% on last year. EBITDA was down 27% compared to the previous financial year due to increased marketing and employee costs. These were primarily a result of the acquisition of In Essence and Oil Garden the previous year as well as the loss of two material retail listings which were beyond management's control due to changes in buyer-ships, not brand performance.

Assets have been managed in line with the performance of the business and key indicators such as stock cover, debtor days and DIFOT are in line with expectations.

3. Financial review

Financial position

The net assets of the Group have increased by \$791,249 from \$5,892,201 at 31 July 2012 to \$6,683,450 at 31 July 2013. This increase is due to the profit earned and retained by the Group.

The Group's improved financial position has enabled it to complete the recent acquisition from internal cash flows, while maintaining a satisfactory working capital ratio. External borrowing increased by \$1,394,234.

The Directors believe the Group is in a stable financial position and able to expand and grow its current operations.

Directors' Report

31 July 2013

4. Summary of Performance

		2009	2010	2011	2012	2013
Revenue	\$'000	2,364	7,094	24,793	26,786	29,428
Net profit/(loss) before tax	\$'000	(6,212)	(2,718)	(408)	1,260	791
Total assets	\$'000	1,069	4,317	14,772	16,951	17,365
Total liabilities	\$'000	1,527	3,631	10,139	11,059	10,682
Shareholders' funds	\$'000	(458)	686	4,632	5,892	6,683
Earnings per share	Cents	(13.88)	(1.63)	(0.09)	0.28	0.17
Dividend per share	Cents	-	-	-	-	-
Net tangible assets per share	Cents	(0.99)	(0.36)	(0.12)	(0.28)	(0.11)
Price earnings ratio	x	(0.72)	(1.29)	(24.68)	7.99	12.73

*The shares of the Company were not traded during the past Financial Year and the calculation of Price is based on the last traded price of 2.20 cents

5. Other items

Significant changes in state of affairs

There have been no significant changes in the state of affairs of entities in the Group during the year.

Dividends paid or recommended

No dividends were paid or declared for payment during the year.

Events after the reporting date

No matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

Future developments and results

The Group's strategy is to grow the business organically and by acquisition, as and when opportunities arise. Integral to this strategy is to focus on retail partners and pursue ongoing opportunities within the current brands owned and licensed by the Group. The current brands owned or licensed include Australis, Mode, Innoxia, Nailene, Fing'rs, Revlon nails, Imedeen, In Essence and Oil Garden.

Environmental issues

The Group's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory of Australia.

Company secretary

The following person held the position of Group secretary at the end of the financial year:

Christopher William McGibbon CA (SA) has been the company secretary since 9 February 2009. Prior to this role, Chris was the Managing Director of Innoxia Holdings Pty Ltd.

Directors' Report
31 July 2013

Meetings of directors

During the financial year, 18 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Directors' Meetings		Audit Committee		Remuneration Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
FAIRFULL David John	13	13	-	-	-	-
KROK Maxim	13	9	3	1	2	2
BEINART Steven	13	10	-	-	2	1
GOODEY Stephen Donald Alfred	13	13	--	-	-	-
MASON Stephen Leslie	13	12	3	3	-	-
McCARTNEY William Thomson	13	11	-	-	2	1
COX Peter Henry Townsend	13	12	-	-	-	-
SMITH Brent Charles Albert	13	13	3	3	-	-

Indemnification and insurance of officers and auditors

The Company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising out of their conduct while acting in the capacity of director or company secretary of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The premiums paid amounted to \$11,618 (2012: \$11,620).

No indemnities have been issued or insurance premium paid in respect of auditors of the Company.

The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contract.

Options

At the date of this report, there are no unissued ordinary shares of Heritage Brands Limited under option.

There have been no unissued shares or interests under option of any controlled entity within the Group granted during or since the end of the reporting period.

No options were granted as remuneration to key management personnel and other executives during the year.

During the year ended 31 July 2013, no ordinary shares of Heritage Brands Limited were issued on the exercise of options granted. No further shares have been issued since year end on the exercise of options granted.

Non-audit services

The Board of Directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the

Directors' Report

31 July 2013

Non-audit services continued

Corporations Act 2001. The Directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to the external auditors for non-audit services provided during the year ended 31 July 2013:

	2013	2012
	\$	\$
Taxation services (excludes GST)	5,460	7,500
	<hr/> 5,460 <hr/>	<hr/> 7,500 <hr/>

Auditor's independence declaration

The auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001*, for the year ended 31 July 2013 has been received and can be found on page 14 of the financial report.

Remuneration report (audited)

Remuneration policy

The remuneration policy of Heritage Brands Limited has been designed to align key management personnel (KMP) objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of Heritage Brands Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for key management personnel of the Group is as follows:

- the remuneration policy has been developed by the Remuneration Committee and approved by the Board following professional advice from independent external consultants;
- all key management personnel receive a base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits, and performance incentives;
- performance incentives are based on predetermined key performance indicators, and
- the Remuneration Committee reviews key management personnel packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors.

The performance of key management personnel is measured against criteria agreed annually with each executive and is based predominantly on the forecast growth of the Group's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the Committee's

Directors' Report

31 July 2013

Remuneration report (audited) continued

Remuneration policy continued

recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Key management personnel receive a superannuation guarantee contribution required by the law, which is currently 9.25%, and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to key management personnel is valued at the cost to the Company and expensed.

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Remuneration Committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting, the current maximum is \$ 56,000 which was approved at the 2012 AGM.

Relationship between remuneration policy and company performance

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. The method applied to achieve this aim is a performance-based bonus based on key performance indicators to encourage the alignment of personal and shareholder interests. The Company believes this policy has been effective in increasing shareholder wealth over the past 3 years.

The following table shows the revenue, net profit and dividends for the last five years for the Company, as well as the share prices at the end of the respective financial years.

		2009	2010	2011	2012	2013
Revenue	\$'000	2,364	7,094	24,793	26,786	29,428
Net profit/(loss) before tax	\$'000	(6,212)	(2,718)	(408)	1,260	791
Share price at yearend	Cents	0.100	0.020	0.022	0.022	0.022
Dividend paid	Cents	-	-	-	-	-

Performance conditions linked to remuneration

The key performance indicators (KPIs) are set annually, with a certain level of consultation with key management personnel to ensure buy-in. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential for Group expansion and profit, covering financial and non-financial as well as short and long-term goals. The level set for each KPI is based on budgeted figures for the Group and respective industry standards.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the number and deemed difficulty of the KPIs achieved. Following the assessment, the KPIs are reviewed by the Remuneration Committee in light of the desired and actual outcomes, and their efficiency is assessed in relation to the Group's goals and shareholder wealth, before the KPIs are set for the following year.

The satisfaction of the performance conditions are based on a review of the audited financial statements of the Group, as such figures reduce any risk of contention relating to payment eligibility. The Board does not believe that performance conditions should include a comparison with factors external of the Group at this time.

Directors' Report

31 July 2013

Remuneration report (audited) continued

Employment details of members of key management personnel

The following table provides employment details of persons who were, during the financial year, members of key management personnel of the Group. The table also illustrates the proportion of remuneration that was performance and non-performance based and the proportion of remuneration received in the form of options.

2013	Performance based remuneration			Non-perfor
	Bonus	Shares	Options /	mance
Directors	%	%	rights	Fixed
			%	remunerati
				on
				%
FAIRFULL David John	-	-	-	100
KROK Maxim	-	-	-	100
BEINART Steven	-	-	-	100
GOODEY Stephen Donald Alfred	-	-	-	100
MASON Stephen Leslie	-	-	-	100
McCARTNEY William Thomson	-	-	-	100
COX Peter Henry Townsend	-	-	-	100
SMITH Brent Charles Albert	-	-	-	100
KMP				
McGIBBON Christopher William	1	-	-	99

Service Agreements

On appointment to the Board, all non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation, relevant to the office of director.

The remuneration and other terms of employment for the Managing Director and senior executives are set out in formal service agreements as summarised below.

All service agreements are for an unlimited duration. The agreements for executives (other than the Managing Director, Chief Executive Officer and Chief Finance Officer which require three month's notice) may be terminated by giving six weeks notice (except in cases of termination for cause where termination is immediate). In cases of resignation, no separation payment is made to the executive, except for amounts due and payable up to the date of ceasing employment, including accrued leave entitlements.

Remuneration details for the year ended 31 July 2013

The following table of benefits and payment details, in respect to the financial year, the components of remuneration for each member of the key management personnel of the Group.

Directors' Report

31 July 2013

Remuneration report (audited) continued

Remuneration details for the year ended 31 July 2013 continued

Table of benefits and payments

	Short term		Post	Total
	Cash salary fees	Bonus	employment, pension and superannuation	
	\$	\$	\$	\$
2013				
Directors				
FAIRFULL David John	10,000	-	-	10,000
KROK Maxim	11,000	-	-	11,000
BEINART Steven	7,000	-	-	7,000
GOODEY Stephen Donald Alfred	335,085	-	21,719	356,804
MASON Stephen Leslie	9,000	-	-	9,000
McCARTNEY William Thomson	7,000	-	-	7,000
COX Peter Henry Townsend	5,000	-	-	5,000
SMITH Brent Charles Albert	7,000	-	-	7,000
KMP				
McGIBBON Christopher William	248,271	2,500	22,661	273,432
	639,356	2,500	44,380	686,236
	Short term	Post		
	Cash salary fees	Bonus	employment, pension and superannuation	Total
	\$	\$	\$	\$
2012				
Directors				
FAIRFULL David John	5,000	-	-	5,000
KROK Maxim	5,000	-	-	5,000
BEINART Steven	5,000	-	-	5,000
GOODEY Stephen Donald Alfred	307,346	15,000	29,011	351,357
MASON Stephen Leslie	5,000	-	-	5,000
McCARTNEY William Thomson	5,000	-	-	5,000
COX Peter Henry Townsend	5,000	-	-	5,000
SMITH Brent Charles Albert	5,000	-	-	5,000
KMP				
McGIBBON Christopher William	258,633	12,500	21,586	292,719
	600,979	27,500	50,597	679,076

Securities received that are not performance related

No members of key management personnel are entitled to receive securities which are not performance-based as part of their remuneration package.

Directors' Report
31 July 2013

Remuneration report (audited) continued

Cash performance-related bonuses

The terms and conditions relating to bonuses granted as remuneration during the year to key management personnel during the year are as follows:

Cash bonuses*	Bonus paid \$	% paid / vested in the period	% forfeited in period
KMP			
McGIBBON Christopher William	2,500	100	-

*No director or other key management personnel received cash bonuses during the year.

Each of the bonuses described in the table above were awarded in accordance with the terms of the scheme and the relevant key performance indicators.

No amounts vest in future financial years in respect of the bonus schemes for the current financial year.

The amounts forfeited are due to the performance or service criteria not being met in relation to the current financial year.

This Directors report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.



Director:
FAIRFULL David John

Dated: 1st October 2013



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Phone 8815 5400 Facsimile 8815 5401 E-mail swan2000@bigpond.com

**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C
OF THE CORPORATIONS ACT 2001**

As lead auditor of Heritage Brands Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Heritage Brands Limited and the entities it controlled during the year.

A handwritten signature in black ink, appearing to read 'G Swan'.

Graham Swan

Partner

Rothsay Chartered Accountants

Sydney, 1 October 2013



Chartered Accountants

Liability limited by the Accountants Scheme, approved
under the Professional Standards Act 1994 (NSW).

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 July 2013

	2013	2012
Note	\$	\$
Revenue	3 29,428,954	26,786,087
Other income	3 50,039	58,034
Cost of sales	(16,051,428)	(14,455,925)
Employee benefits expense	(5,385,449)	(4,452,996)
Advertising and promotion	(3,827,159)	(3,536,156)
Freight and cartage	(232,691)	(160,884)
Occupancy expenses	(420,255)	(417,555)
Depreciation and amortisation expense	(388,172)	(481,794)
Finance costs	(758,296)	(741,812)
Other expenses	(1,624,296)	(1,337,496)
Profit before income tax	4 791,249	1,259,503
Income tax expense	5 -	-
Profit for the year	791,249	1,259,503
Other comprehensive income, net of income tax	-	-
Total comprehensive income for the year	791,249	1,259,503
Profit attributable to:		
Members of the parent entity	791,249	1,259,503
	791,249	1,259,503
Total comprehensive income attributable to:		
Members of the parent entity	791,249	1,259,503
	791,249	1,259,503
Earnings per share		
Basic and diluted earnings per share (cents)	8 0.17	0.28

Consolidated Statement of Financial Position
 As at 31 July 2013

	Note	2013 \$	2012 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	237,496	273,570
Trade and other receivables	10	4,406,449	3,952,224
Inventories	11	4,776,504	4,534,757
TOTAL CURRENT ASSETS		9,420,449	8,760,551
NON-CURRENT ASSETS			
Property, plant and equipment	13	401,127	582,048
Deferred tax assets	17	358,539	423,166
Intangible assets	14	7,185,472	7,185,472
TOTAL NON-CURRENT ASSETS		7,945,138	8,190,686
TOTAL ASSETS		17,365,587	16,951,237
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	3,208,003	4,923,184
Borrowings	16	6,944,599	1,281,619
Employee benefits	18	322,963	343,665
TOTAL CURRENT LIABILITIES		10,475,565	6,548,468
NON-CURRENT LIABILITIES			
Borrowings	16	-	4,268,746
Deferred tax liabilities	17	-	64,627
Employee benefits	18	206,572	177,195
TOTAL NON-CURRENT LIABILITIES		206,572	4,510,568
TOTAL LIABILITIES		10,682,137	11,059,036
NET ASSETS		6,683,450	5,892,201
EQUITY			
Issued capital	19	16,102,935	16,102,935
Accumulated losses		(9,419,485)	(10,210,734)
TOTAL EQUITY		6,683,450	5,892,201

Consolidated Statement of Changes in Equity

For the Year Ended 31 July 2013

2013

	Share Capital	Accumulated Losses	Total
Note	\$	\$	\$
Balance at 1 August 2012	16,102,935	(10,210,734)	5,892,201
Profit for the year	-	791,249	791,249
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	791,249	791,249
Transactions with owners in their capacity as owners	-	-	-
Balance at 31 July 2013	16,102,935	(9,419,485)	6,683,450

2012

Balance at 1 August 2011	16,102,935	(11,470,237)	4,632,698
Profit for the year	-	1,259,503	1,259,503
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	1,259,503	1,259,503
Transactions with owners in their capacity as owners	-	-	-
Balance at 31 July 2012	16,102,935	(10,210,734)	5,892,201

Consolidated Statement of Cash Flows
For the Year Ended 31 July 2013

	2013	2012
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	29,105,881	25,974,453
Payments to suppliers and employees	(27,934,521)	(22,908,490)
Interest received	4,499	2,813
Finance costs paid	(758,297)	(741,812)
Net cash provided by / (used in) operating activities	23(a) <u>417,562</u>	<u>2,326,964</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(225,469)	(180,147)
Purchase of business brands and associated inventories	23(b) <u>(1,622,905)</u>	<u>(1,359,580)</u>
Net cash used in investing activities	<u>(1,848,374)</u>	<u>(1,539,727)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings	1,394,738	130,000
Repayment of borrowings	-	(802,200)
Net cash provided by / (used in) financing activities	<u>1,394,738</u>	<u>(672,200)</u>
Net (decrease) / increase in cash and cash equivalents held	(36,074)	115,037
Cash and cash equivalents at beginning of financial year	<u>273,570</u>	<u>158,533</u>
Cash and cash equivalents at end of financial year	9 <u><u>237,496</u></u>	<u><u>273,570</u></u>

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

This financial report covers the consolidated financial statements and notes of Heritage Brands Limited and Controlled Entities (the 'Group'). Heritage Brands Limited is a for profit company domiciled in Australia. The financial statements were authorised for issue by the Board of Directors on 27th September 2013.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

The separate financial statements and notes of the parent entity, Heritage Brands Limited, have not been presented within this financial report as permitted by amendments made to the Corporations Act 2001. The parent entity financial information is disclosed in note 2.

1 Summary of Significant Accounting Policies

(a) Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

These financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The significant accounting policies used in the preparation and presentation of these financial statements are provided below and are consistent with prior reporting periods unless otherwise stated.

The financial statements are based on historical costs, except for the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Going concern

As at 31 July 2013, the Group's current liabilities exceed its current assets by \$1,055,116 during the financial year then ended. These matters give rise to a material uncertainty that may cast significant doubt whether the Group can continue as a going concern and realise its assets and extinguish its liabilities in the ordinary course of business and at amounts stated in the Financial Report.

The continuing viability of the Group and its ability to continue as a going concern and meet its debts and commitments as and when they fall due are dependent upon the Group being successful in one or more of the following:

- renegotiation of the repayment of existing borrowings from the major shareholders which are maturing on 19 February 2014, included in current liabilities (see note 16); and
- raising sufficient cash from additional debt or equity capital to meet short-term liabilities as and when they fall due. The Directors note that as at 31 July 2013, the Group has undrawn credit facility amounting to \$419,000.

The Directors are in constant dialogue with parties who hold the Shareholders Loans and will continue to seek the renegotiation of the shareholders loans on terms favourable to Heritage Brands Limited.

The Directors are of the opinion that additional funding should be secured through these means. The Financial Report has therefore been prepared on the basis of a going concern. This basis presumes that funds from the above sources will be available to finance future operations, and to repay liabilities and that the realisation of assets and settlement of liabilities will occur in the normal course of business.

However, the Directors note that if sufficient funds are not raised through the abovementioned sources, the going concern basis may not be appropriate with the result that the group may have to realise its assets and extinguish its liabilities other than in the ordinary course of business and in amounts different from those stated in the Financial Report.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(c) Principles of Consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Intragroup assets, liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group have been eliminated in full for the purpose of these consolidated financial statements.

Appropriate adjustments have been made to a controlled entity's financial statements where the accounting policies used by those entities were different from those adopted in the consolidated financial statements.

Business combinations

Business combinations are accounted for by applying the acquisition method which requires an acquiring entity to be identified in all cases. The acquisition date under this method is the date that the acquiring entity obtains control over the acquired entity.

The fair value of identifiable assets and liabilities acquired are recognised in the consolidated financial statements at the acquisition date.

Goodwill or a gain on bargain purchase may arise on the acquisition date. This is calculated by comparing the consideration transferred and the amount of non-controlling interest in the acquiree with the fair value of the net identifiable assets acquired. Where consideration is greater than the assets, the excess is recorded as goodwill. Where the net assets acquired are greater than the consideration, the measurement basis of the net assets are reassessed and then a gain from bargain purchase recognised in profit or loss.

All acquisition-related costs are recognised as expenses in the periods in which the costs are incurred except for costs to issue debt or equity securities.

Any contingent consideration which forms part of the combination is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity then it is not remeasured and the settlement is accounted for within equity. Otherwise subsequent changes in the value of the contingent consideration liability are measured through profit or loss.

(d) Comparative Amounts

Comparatives are consistent with prior years, unless otherwise stated.

(e) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of inventory is determined using the weighted average costs basis and are net of any rebates and discounts received.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the costs necessary to make the sale. Net realisable value is estimated using the most reliable evidence available at the reporting date and inventory is written down through an obsolescence provision if necessary.

Notes to the Consolidated Financial Statements For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(f) Property, Plant and Equipment

Classes of property, plant and equipment are measured using the cost model as specified below.

Where the cost model is used, the asset is carried at its cost less any accumulated depreciation and any impairment losses. Costs include purchase price, other directly attributable costs and the initial estimate of costs of dismantling and restoring the asset, where applicable.

Land and buildings

Land and buildings are measured using the cost model.

Plant and equipment

Plant and equipment are measured using the cost model.

Depreciation

The depreciable amount of all property, plant and equipment, except for freehold land is depreciated on a straight-line method from the date that management determine that the asset is available for use.

Assets held under a finance lease and leasehold improvements are depreciated over the shorter of the term of the lease and the assets useful life.

The depreciation rates used for each class of depreciable asset are shown below:

Fixed asset class	Depreciation rate
Plant and Equipment	7.5-40%
Leasehold improvements	7.5-40%

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

When an assets is disposed, the gain or loss is calculated by comparing proceeds received with its carrying amount and is taken to profit or loss.

(g) Financial instruments

Financial instruments are recognised initially using trade date accounting, i.e. on the date that the Group becomes party to the contractual provisions of the instrument.

On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Financial Assets

Financial assets are divided into the following categories which are described in detail below:

- loans and receivables;
- financial assets at fair value through profit or loss;
- available-for-sale financial assets; and
- held-to-maturity investments.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

Financial assets are assigned to the different categories on initial recognition, depending on the characteristics of the instrument and its purpose. A financial instrument's category is relevant to the way it is measured and whether any resulting income and expenses are recognised in profit or loss or in other comprehensive income.

All income and expenses relating to financial assets are recognised in the statement of profit or loss and other comprehensive income in the 'finance income' or 'finance costs' line item respectively.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers but also incorporate other types of contractual monetary assets.

After initial recognition these are measured at amortised cost using the effective interest method, less provision for impairment. Any change in their value is recognised in profit or loss.

The Group's trade and most other receivables fall into this category of financial instruments.

Discounting is omitted where the effect of discounting is considered immaterial.

Significant receivables are considered for impairment on an individual asset basis when they are past due at the reporting date or when objective evidence is received that a specific counterparty will default.

The amount of the impairment is the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

For trade receivables, impairment provisions are recorded in a separate allowance account with the loss being recognised in profit or loss. When confirmation has been received that the amount is not collectable, the gross carrying value of the asset is written off against the associated impairment provision.

Subsequent recoveries of amounts previously written off are credited against other expenses in profit or loss.

In some circumstances, the Group renegotiates repayment terms with customers which may lead to changes in the timing of the payments, the Group does not necessarily consider the balance to be impaired, however assessment is made on a case-by-case basis.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets:

- acquired principally for the purpose of selling in the near future;
- designated by the entity to be carried at fair value through profit or loss upon initial recognition; or
- which are derivatives not qualifying for hedge accounting.

The Group has some derivatives which are designated as financial assets at fair value through profit or loss.

Assets included within this category are carried in the statement of financial position at fair value with changes in fair value recognised in finance income or expenses in profit or loss.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity. Investments are classified as held-to-maturity if it is the intention of the Group's management to hold them until maturity.

Held-to-maturity investments are subsequently measured at amortised cost using the effective interest method, with revenue recognised on an effective yield basis. In addition, if there is objective evidence that the investment has been impaired, the financial asset is measured at the present value of estimated cash flows. Any changes to the carrying amount of the investment are recognised in profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets. The Group's available-for-sale financial assets include listed securities and its investment.

Purchases and sales of available-for-sale investments are recognised on settlement date.

The investments in subsidiaries are reported at cost less any impairment charges, as their fair values cannot currently be reliably estimated.

All other available-for-sale financial assets are measured at fair value, with subsequent changes in value recognised in other comprehensive income.

Gains and losses arising from financial instruments classified as available-for-sale are only recognised in profit or loss when they are sold or when the investment is impaired.

In the case of impairment or sale, any gain or loss previously recognised in equity is transferred to the profit or loss.

Losses recognised in prior period consolidated income statements resulting from the impairment of debt securities are reversed through the income statement, if the subsequent increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

Financial liabilities

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included in the income statement line items 'finance costs' or 'finance income'.

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities depending on the purpose for which the liability was acquired.

The Group's financial liabilities include borrowings, trade and other payables (including finance lease liabilities), which are measured at amortised cost using the effective interest rate method.

Impairment of financial assets

At the end of the reporting period the Group assesses whether there is any objective evidence that a financial asset or group of financial assets is impaired.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

Financial assets at amortised cost

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial assets original effective interest rate.

Impairment on loans and receivables is reduced through the use of an allowance accounts, all other impairment losses on financial assets at amortised cost are taken directly to the asset.

Available-for-sale financial assets

A significant or prolonged decline in value of an available-for-sale asset below its cost is objective evidence of impairment, in this case, the cumulative loss that has been recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. Any subsequent increase in the value of the asset is taken directly to other comprehensive income.

(h) Impairment of non-financial assets

At the end of each reporting period, the Group determines whether there is an evidence of an impairment indicator for assets.

Where this indicator exists and regardless for goodwill, indefinite life intangible assets and intangible assets not yet available for use, the recoverable amount of the assets is estimated.

Where assets do not operate independently of other assets, the recoverable amount of the relevant cash-generating unit (CGU) is estimated.

The recoverable amount of an asset or CGU is the higher of the fair value less costs of disposal and the value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in profit or loss.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss, except for goodwill.

(i) Intangible Assets

Goodwill

Goodwill is carried at cost less accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- i) the consideration transferred;
- ii) any non-controlling interest;
- iii) the acquisition date fair value of any previously held equity interest, and

over the acquisition date fair value of net identifiable assets acquired.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(i) Intangible Assets continued

Goodwill continued

The value of goodwill recognised on acquisition of each subsidiary in which the Group holds less than a 100% interest will depend on the method adopted in measuring the aforementioned non-controlling interest. The Group can elect to measure the non-controlling interest in the acquiree either at fair value ('full goodwill method') or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets ('proportionate interest method'). The Group determines which method to adopt for each acquisition.

Under the 'full goodwill method', the fair values of the non-controlling interests are determined using valuation techniques which make the maximum use of market information where available.

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is not amortised but is tested for impairment annually and is allocated to the Group's cash generating units or groups of cash generating units, which represent the lowest level at which goodwill is monitored but where such level is not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

Changes in the ownership interests in a subsidiary are accounted for as equity transactions and do not affect the carrying values of goodwill.

Trademarks

Trademarks are recognised at cost of acquisition. Trademarks have an indefinite life and are carried at cost less any impairment losses.

(j) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Bank overdrafts also form part of cash equivalents for the purpose of the statement of cash flows and are presented within current liabilities on the statement of financial position.

(k) Employee benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(k) Employee benefits continued

Defined contribution schemes

Obligations for contributions to defined contribution superannuation plans are recognised as an employee benefit expense in profit or loss in the periods in which services are provided by employees.

(l) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(m) Borrowings

Secured and/or unsecured loans have been obtained. While some loans are interest free, these have not been discounted to present values. Carrying amounts therefore represent amounts expected to be repaid at settlement. Unsecured loans are considered to be repayable at call and therefore presented as current liabilities.

(n) Earnings per share

The Group presents basic and diluted earnings per share information for its ordinary shares.

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share adjusts the basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(o) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(p) Income Tax

The tax expense recognised in the statement of profit or loss and other comprehensive income relates to current income tax expense plus deferred tax expense (being the movement in deferred tax assets and liabilities and unused tax losses during the year).

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided on temporary differences which are determined by comparing the carrying amounts of tax bases of assets and liabilities to the carrying amounts in the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(p) Income Tax continued

Deferred tax is not provided for the following:

- the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss),
- taxable temporary differences arising on the initial recognition of goodwill; and
- temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax consequences relating to a non-monetary asset carried at fair value are determined using the assumption that the carrying amount of the asset will be recovered through sale.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

Current tax assets and liabilities are offset where there is a legally enforceable right to set off the recognised amounts and there is an intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset where there is a legal right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period except where the tax arises from a transaction which is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

Tax consolidated group

The Company and its wholly-owned Australian controlled entities have formed a tax-consolidated group under the legislation and as a consequence these entities are taxed as a single entity. Each entity in the Group recognises its own current and deferred tax assets and liabilities. Such taxes are measured using the 'stand-alone taxpayer' approach to allocation. Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the head entity.

The Group notified the Australian Tax Office that it had formed an income tax consolidated group to apply from 1 August 2010.

The tax consolidated group has entered into a tax funding agreement whereby each entity within the group contributes to the income tax payable by the Group in proportion to their contribution to the Group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding agreement are recognised as either a contribution by, or distribution to the head entity.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(q) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that are transferred to entities in the Group, are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments for operating leases, where substantially all of the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the life of the lease term.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

(r) Revenue and other income

Revenue is recognised when the amount of the revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the entity and specific criteria relating to the type of revenue as noted below, has been satisfied.

Revenue is measured at the fair value of the consideration received or receivable and is presented net of returns, discounts and rebates.

All revenue is stated net of the amount of goods and services tax (GST).

Sale of goods

Revenue is recognised on transfer of goods to the customer as this is deemed to be the point in time when risks and rewards are transferred and there is no longer any ownership or effective control over the goods.

Interest revenue

Interest is recognised using the effective interest method.

(s) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset.

All other borrowing costs are recognised as an expense in the period in which it incurs them.

(t) Goods and Services Tax (GST)

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payable are stated inclusive of GST.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(t) Goods and Services Tax (GST) continued

The net amount of GST recoverable from, or payable to, the ATO is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(u) Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are recorded at the spot rate on the date of the transaction.

At the end of the reporting period:

- Foreign currency monetary items are translated using the closing rate;
- Non-monetary items that are measured at historical cost are translated using the exchange rate at the date of the transaction; and
- Non-monetary items that are measured at fair value are translated using the rate at the date when fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in prior reporting periods are recognised through profit or loss, except where they relate to an item of other comprehensive income or whether they are deferred in equity as qualifying hedges.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period where the average rate approximates the rate at the date of the transaction; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(v) Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

Key estimates - impairment of goodwill

In accordance with AASB 136 Impairment of Assets, the Group is required to estimate the recoverable amount of goodwill at each reporting period.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate and using a terminal value to incorporate expectations of growth thereafter.

In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

- growth in EBITDA, calculated as adjusted operating profit before depreciation and amortisation;
- timing and quantum of future capital expenditure;
- long-term growth rates; and
- the selection of discount rates to reflect the risks involved.

The Group prepares and approves next year's budget for its operations, which are used in the value in use calculations.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence results.

The Group's review includes the key assumptions related to sensitivity in the cash flow projections. Further details are provided in note 14 to the consolidated financial statements.

Notes to the Consolidated Financial Statements For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(v) Critical accounting estimates and judgments continued

Key estimates - provision for slow/ obsolete stock

The provision for slow/ obsolete stock assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence. The Directors believe that provision for slow/ obsolete stock of \$153,300 (2012: \$196,300) is reasonable and that all other inventories are carried at their realisable values as at the end of the financial year.

Key judgments - provision for impairment of receivables

The value of the provision for impairment of receivables is estimated by considering the ageing of receivables, communication with the debtors and prior history.

Key judgments - taxes

Deferred tax assets

Determining income tax provisions involves judgment on the tax treatment of certain transactions. Deferred tax is recognised on tax losses not yet used and on temporary differences where it is probable that there will be taxable revenue against which these can be offset. Management has made judgments as to the probability of future taxable revenues being generated against which tax losses will be available for offset.

Key estimates - provisions

As described in the accounting policies, provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. These estimates are made taking into account a range of possible outcomes.

Key estimates - property, plant and equipment residual values and useful lives

These assets are written down to their estimated residual value over their anticipated useful lives using the straight-line basis. Management reviews residual values annually considering market conditions and disposal values.

(w) Adoption of new and revised accounting standards

During the current year, the Group adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

The adoption of these Standards has impacted the recognition, measurement and disclosure of certain transactions. The following is an explanation of the impact the adoption of these Standards and Interpretations has had on the financial statements of Heritage Brands Limited.

Standard Name	Impact
AASB 2011-9 Amendments to Australian Accounting Standards - Presentation of Items of Other Comprehensive Income	The adoption of this standard has not change the reported financial position and performance of the entity, however the presentation of items in other comprehensive income has changed.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(w) Adoption of new and revised accounting standards continued

AASB 112 Income Taxes	There has been no impact on the reported financial position and performance
AASB 2011-3 Amendments to Australian Accounting Standards - Orderly Adoption of Changes to the ABS GFS Manual and Related Amendments	There has been no impact due the entity not being a government department

(x) New Accounting Standards and Interpretations

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. The following table summarises those future requirements, and their impact on the Group:

Standard Name	Effective date for entity	Requirements	Impact
AASB 9 Financial Instruments and amending standards AASB 2010-7 / AASB 2012-6	30 June 2016	Changes to the classification and measurement requirements for financial assets and financial liabilities. New rules relating to derecognition of financial instruments.	The impact of AASB 9 has not yet been determined as the entire standard has not been released.
AASB 1053 - Application of Tiers of Australian Accounting Standards and amending standards AASB 2010-2, AASB 2011-11, AASB 2012-1, AASB 2012-7 and AASB 2012-11	30 June 2014	This standard allows certain entities to reduce disclosures.	The entity is not adopting the RDR and therefore these standards are not relevant.
AASB 2011-2 Amendments to Australian Accounting Standards arising from Trans-Tasman convergence – Reduced Disclosure Requirements	30 June 2014	Highlights the disclosures not required in AASB 1054 for entities applying the RDR.	The entity is not adopting the RDR and therefore this standard is not relevant.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(x) New Accounting Standards and Interpretations continued

<p>AASB 10 Consolidated Financial Statements / AASB 11 Joint Arrangements / AASB 12 Disclosures of Interests in Other Entities, AASB 127 Separate Financial Statements, AASB 128 Investments in Associates and AASB 2012-10 Amendments to Australian Accounting Standards - Transition Guidance and Other Amendments</p>	<p>30 June 2014</p>	<p>AASB 10 includes a new definition of control, which is used to determine which entities are consolidated, and describes consolidation procedures. The Standard provides additional guidance to assist in the determination of control where this is difficult to assess.</p> <p>AASB 11 focuses on the rights and obligations of a joint venture arrangement, rather than its legal form (as is currently the case). IFRS 11 requires equity accounting for joint ventures, eliminating proportionate consolidation as an accounting choice.</p> <p>AASB 12 includes disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.</p>	<p>The Group will review its controlled entities to determine whether they should be consolidated under AASB 10, no changes are anticipated.</p> <p>All joint ventures of the group are equity accounted and therefore minimal impact is expected due to the adoption of AASB 11.</p> <p>Additional disclosures will be required under AASB 12 but there will be no changes to reported position and performance.</p>
<p>AASB 13 Fair Value Measurement.</p>	<p>30 June 2014</p>	<p>AASB 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across Accounting Standards but does not change when fair value is required or permitted.</p>	<p>Fair value estimates currently made by the entity will be revised and potential changes to reported values may be required.</p>
<p>AASB 2011-8 - Amendments to Australian Accounting Standards arising from AASB 13 [AASB 1, 2, 3, 4, 5, 7, 9, 2009-11, 2010-7, 101, 102, 108, 110, 116, 117, 118, 119, 120, 121, 128, 131, 132, 133, 134, 136, 138, 139, 140, 141, 1004, 1023 & 1038 and Interpretations 2, 4, 12, 13, 14, 17, 19, 131 & 132]</p>		<p>There are a number of additional disclosure requirements.</p>	<p>The entity has not yet determined the magnitude of any changes which may be needed.</p> <p>Some additional disclosures will be needed.</p>
<p>AASB 2011-4 - Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements [AASB 124]</p>	<p>30 June 2014</p>	<p>Remove individual key management personnel disclosure requirements (i.e. components of remuneration) for disclosing entities.</p>	<p>Since the entity is a disclosing entity, the KMP remuneration note in the financial statements will not include individual components of remuneration.</p>

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(x) New Accounting Standards and Interpretations continued

<p>AASB 2011-6 - Amendments to Australian Accounting Standards - Extending Relief from Consolidation, the Equity Method and Proportionate Consolidation - Reduced Disclosure Requirements [AASB 127, AASB 128 & AASB 131]</p>	<p>30 June 2014</p>	<p>This Standard extends the relief from consolidation, the equity method and proportionate consolidation by removing the requirement for the consolidated financial statements prepared by the ultimate or any intermediate parent entity to be IFRS compliant, provided that the parent entity, investor or venturer and the ultimate or intermediate parent entity comply with Australian Accounting Standards or Australian Accounting Standards - Reduced Disclosure Requirements.</p>	<p>Since the entity does not comply with the Reduced Disclosure Regime there is no impact on the adoption of this standard.</p>
<p>AASB 2011-7 - Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards [AASB 1, 2, 3, 5, 7, 9, 2009-11, 101, 107, 112, 118, 121, 124, 132, 133, 136, 138, 139, 1023 & 1038 and Interpretations 5, 9, 16 & 17]</p>	<p>30 June 2014</p>	<p>This standard provides many consequential changes due to the release of the new consolidation and joint venture standards.</p>	<p>The impact of this standard is expected to be minimal.</p>
<p>AASB 119 Employee Benefits (September 2011)</p> <p>AASB 2011-10 Amendments to Australian Accounting Standards arising from AASB 119 (September 2011) and AASB 2011-11 Amendments to AASB 119 (September 2011) arising from Reduced Disclosure Requirements</p>	<p>30 June 2014</p>	<p>The main changes in this standard relate to the accounting for defined benefit plans and are as follows:</p> <ul style="list-style-type: none"> - elimination of the option to defer the recognition of gains and losses (the 'corridor method'); - requiring remeasurements to be presented in other comprehensive income; and - enhancing the disclosure requirements. 	<p>Since the entity does not have a defined benefit plan, the adoption of these standards will not have any impact.</p>
<p>AASB 2010-10 - Further Amendments to Australian Accounting Standards - Removal of Fixed Dates for First-time Adopters [AASB 2009-11 & AASB 2010-7]</p>	<p>30 June 2014</p>	<p>Makes amendments to AASB 1</p>	<p>No impact since the entity is not a first-time adopter of IFRS.</p>
<p>AASB 2012-2 - Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities [AASB 132 & AASB 7]</p>	<p>30 June 2014</p>	<p>Requires the inclusion of information about the effect or potential effect of netting arrangements.</p>	<p>There is no impact on disclosures as there are no offsetting arrangements currently in place.</p>
<p>AASB 2012-4 - Amendments to Australian Accounting Standards – Government Loans [AASB 1]</p>	<p>30 June 2014</p>	<p>Adds exception to retrospective application of Australian Accounting Standards for first time adopters.</p>	<p>No impact as these are not the first time adoption accounts for the entity.</p>

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

1 Summary of Significant Accounting Policies continued

(x) New Accounting Standards and Interpretations continued

<p>AASB 2012-5 - Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle [AASB 1, AASB 101, AASB 116, AASB 132 & AASB 134 and Interpretation 2]</p>	<p>30 June 2014</p>	<p>AASB 1 - this standard clarifies that an entity can apply AASB 1 more than once.</p> <p>AASB 101 - clarifies that a third statement of financial position is required when the opening statement of financial position is materially affected by any adjustments.</p> <p>AASB 116 - clarifies the classification of servicing equipment.</p> <p>AASB 132 and Interpretation 2 - Clarifies that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction shall be accounted for in accordance with AASB 112 Income Taxes</p> <p>AASB 134 - provides clarification about segment reporting.</p>	<p>No expected impact on the entities financial position or performance.</p>
<p>AASB 2011-12 Amendments to Australian Accounting Standards arising from Interpretation 20</p>	<p>30 June 2014</p>	<p>Allows transitional provisions for stripping costs in accordance with Interpretation 20.</p>	<p>There will be no impact as entity is not in the mining industry.</p>
<p>AASB 2012-9 Amendment to AASB 1048 arising from the Withdrawal of Australian Interpretation 1039</p>	<p>30 June 2014</p>	<p>Removes reference to withdrawn Interpretation 1039.</p>	<p>No impact on the financial statements.</p>
<p>AASB 1055 - Budgetary Reporting AASB 2013-1 Amendments to AASB 1049 - Relocation of Budgetary Reporting Requirements</p>	<p>30 June 2015</p>	<p>This standard specifies the nature of budgetary disclosures and circumstances for inclusion in the financial statements.</p>	<p>No impact as the entity is not a public sector entity.</p>
<p>AASB 2012-3 Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities [AASB 132]</p>	<p>30 June 2015</p>	<p>This standard adds application guidance to AASB 132 to assist with applying some of the offset criteria of the standard.</p>	<p>There will be no impact to the entity as there are no offsetting arrangements currently in place.</p>

2 Parent entity

The following information has been extracted from the books and records of the parent, Heritage Brands Limited and has been prepared in accordance with Accounting Standards.

The financial information for the parent entity, Heritage Brands Limited has been prepared on the same basis as the consolidated financial statements except as disclosed below.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

2 Parent entity continued

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of the parent entity.

Tax consolidation legislation

Heritage Brands Limited and its wholly-owned Australian subsidiaries have formed an income tax consolidated group.

Each entity in the tax consolidated group accounts for their own current and deferred tax amounts. These tax amounts are measured using the 'stand-alone taxpayer' approach to allocation.

Current tax liabilities (assets) and deferred tax assets arising from unused tax losses and tax credits in the subsidiaries are immediately transferred to the parent entity.

The tax consolidated group has entered into a tax funding agreement whereby each entity within the group contributes to the income tax payable by the Group in proportion to their contribution to the Group's taxable income. Differences between the amounts of net tax assets and liabilities derecognised and the net amounts recognised pursuant to the funding agreement are recognised as either a contribution by, or distribution to the head entity.

	2013	2012
	\$	\$
Statement of Financial Position		
Assets		
Current assets	-	10,003
Non-current assets	7,022,461	7,012,417
Total Assets	7,022,461	7,022,420
Equity		
Issued capital	16,102,935	16,102,935
Retained earnings	(9,080,474)	(9,080,515)
Total Equity	7,022,461	7,022,420
Statement of Profit or Loss and Other Comprehensive Income		
Total profit or loss for the year	41	(30,742)
Total comprehensive income	41	(30,742)

Contingent liabilities

The parent entity did not have any contingent liabilities as at 31 July 2013 or 31 July 2012.

Contractual commitments

The parent entity did not have any commitments as at 31 July 2013 or 31 July 2012.

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

3 Revenue and Other Income

Revenue from continuing operations

Finance income includes all interest-related income, other than those arising from financial assets at fair value through profit or loss. The following amounts have been included in the finance income line in the statement of profit or loss and other comprehensive income for the reporting periods presented:

	Consolidated	
	2013	2012
	\$	\$
Sales revenue		
- sale of goods	29,312,955	26,718,410
	29,312,955	26,718,410
Finance income		
- Interest on bank deposits	4,499	2,813
Finance income	4,499	2,813
Other revenue		
- foreign currency gains/(losses)	111,500	64,864
Total Revenue	29,428,954	26,786,087
Other Income		
Income from shared services	50,039	58,034

4 Result for the Year

(a) The result for the year includes the following specific expenses

Finance cost includes all interest-related expenses, other than those arising from financial assets at fair value through profit or loss. The following amounts have been included in the finance costs line in the statement of profit or loss and other comprehensive income for the reporting periods presented:

	Consolidated	
	2013	2012
	\$	\$
Cost of sales	16,051,428	14,455,925
Finance Costs		
Financial liabilities measured at amortised cost:		
- Shareholders	426,875	424,996
- Other entities	331,422	316,816
Total finance costs	758,297	741,812

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

4 Result for the Year continued

(a) The result for the year includes the following specific expenses continued

	Consolidated	
	2013	2012
	\$	\$
Other expenses:		
Superannuation contributions	362,678	280,605
Impairment of receivables:		
- Trade receivables	40,293	29,111
Total impairment of receivables	<u>40,293</u>	<u>29,111</u>
Rental expense on operating leases:		
- Minimum lease payments	420,255	417,555
Loss on disposal of property, plant and equipment	18,112	1,526
Write-down of inventories to net realisable value	18,218	42,683

5 Income Tax Expense

(a) The major components of tax expense (income) comprise:

Current tax	243,176	455,124
Deferred tax	<u>(243,176)</u>	<u>(455,124)</u>
Total income tax expense	<u>-</u>	<u>-</u>

(b) Reconciliation of income tax to accounting profit:

Profit	791,249	1,259,503
Tax rate	30%	30%
	<u>237,375</u>	<u>377,851</u>
Add:		
Tax effect of:		
- non-deductible depreciation and amortisation	872	64,627
- other non-allowable items	4,929	12,647
	<u>243,176</u>	<u>714,465</u>
Less:		
Tax effect of:		
Recoupment of prior year tax losses not previously brought to account	243,176	455,124
Income tax expense	<u>-</u>	<u>-</u>

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

6 Key Management Personnel Disclosures

Key management personnel remuneration included within employee expenses for the year is shown below:

	2013	2012
	\$	\$
Short-term employee benefits	641,856	628,479
Post-employment benefits	44,380	50,597
	<u>686,236</u>	<u>679,076</u>

The Remuneration Report contained in the Directors' Report contains details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 31 July 2013.

Key management personnel shareholdings

The number of ordinary shares in Heritage Brands Limited held by each key management person of the Group during the financial year is as follows:

	Balance at beginning of year	Other changes during the year	Balance at end of year
31 July 2013			
Directors			
GOODEY Stephen Donald Alfred	18,299,034	-	18,299,034
Other KMP			
McGIBBON Christopher William	3,070,000	-	3,070,000
	<u>21,369,034</u>	-	<u>21,369,034</u>
31 July 2012			
Directors			
GOODEY Stephen Donald Alfred	18,299,034	-	18,299,034
Other KMP			
McGIBBON Christopher William	3,070,000	-	3,070,000
	<u>21,369,034</u>	-	<u>21,369,034</u>

Full disclosure of all Directors Shareholdings can be found in the Directors' Report.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

6 Key Management Personnel Disclosures continued

Other key management personnel transactions

For details of other transactions with key management personnel, refer to Note 24: Related Party Transactions.

7 Remuneration of Auditors

	Consolidated	
	2013	2012
	\$	\$
Remuneration of the auditor for:		
- auditing or reviewing the financial report	26,000	30,000
- taxation services provided by related practice of auditor	5,460	7,500
	31,460	37,500

8 Earnings per Share

(a) Reconciliation of earnings to profit or loss from continuing operations

Profit for the year	791,249	1,259,503
Earnings used to calculate basic EPS from continuing operations	791,249	1,259,503
Earnings used in the calculation of dilutive EPS from continuing operations	791,249	1,259,503

(b) Earnings used to calculate overall earnings per share

Earnings used to calculate overall earnings per share	791,249	1,259,503
Earnings used in the calculation of dilutive EPS from continuing operations	791,249	1,259,503

(c) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	Consolidated	
	2013	2012
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	457,622,635	457,622,635
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	457,622,635	457,622,635

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

9 Cash and cash equivalents

	Consolidated	
	2013	2012
	\$	\$
Cash at bank and in hand	237,496	273,570
	237,496	273,570

Reconciliation of cash

Cash and Cash equivalents reported in the statement of cash flows are reconciled to the equivalent items in the statement of financial position as follows:

	Consolidated	
	2013	2012
	\$	\$
Cash and cash equivalents	237,496	273,570
Balance as per statement of cash flows	237,496	273,570

10 Trade and other receivables

CURRENT		
Trade receivables	4,616,630	4,373,179
Provision for impairment	(3,420)	(9,136)
Provision for rebates, incentives and discounts	(393,837)	(648,953)
	4,219,373	3,715,090
Prepayments	167,047	227,767
Other receivables	20,029	9,367
Total current trade and other receivables	4,406,449	3,952,224

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

10 Trade and other receivables continued

(a) Impairment of receivables

Reconciliation of changes in the provision for impairment of receivables is as follows:

	Consolidated	
	2013	2012
	\$	\$
Balance at beginning of the year	9,136	9,199
Additional impairment loss recognised	40,293	29,111
Provision used	(46,009)	(29,174)
Balance at end of the year	3,420	9,136

Credit risk

The Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties. The class of assets described as 'trade and other receivables' is considered to be the main source of credit risk related to the Group.

The following table details the Group's trade and other receivables exposure to credit risk (prior to collateral and other credit enhancements) with ageing analysis and impairment provided for thereon. Amounts are considered as 'past due' when the debt has not been settled, within the terms and conditions agreed between the Group and the customer or counter party to the transaction. Receivables that are past due are assessed for impairment by ascertaining solvency of the debtors and are provided for where there is objective evidence indicating that the debt may not be fully repaid to the Group.

The balances of receivables that remain within initial trade terms (as detailed in the table) are considered to be of high credit quality.

	Gross amount	Past due and impaired	Past due but not impaired			Within initial trade terms
			(days overdue)			
			< 30	31-60	> 60	
	\$	\$	\$	\$	\$	\$
2013						
Trade and term receivables	4,616,630	3,420	1,207,166	407,215	46,888	2,951,941
Other receivables	20,029	-	-	-	-	20,029
Total	4,636,659	3,420	1,207,166	407,215	46,888	2,971,970

	Gross amount	Past due and impaired	Past due but not impaired			Within initial trade terms
			(days overdue)			
			< 30	31-60	> 60	
	\$	\$	\$	\$	\$	\$
2012						
Trade and term receivables	4,373,179	9,136	934,722	245,326	58,859	3,125,136
Other receivables	9,367	-	-	-	-	9,367
Total	4,382,546	9,136	934,722	245,326	58,859	3,134,503

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

10 Trade and other receivables continued

The Group does not hold any financial assets with terms that have been renegotiated, but which would otherwise be past due or impaired.

The other classes of receivables do not contain impaired assets.

(b) Collateral held as security

A floating charge over trade receivables has been provided for certain debt. Refer to note 16(a) for further details.

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

11 Inventories

	Note	Consolidated	
		2013	2012
		\$	\$
CURRENT			
At net realisable value:			
Finished goods		4,929,804	4,731,057
Provision for slow moving/ obsolete stock		(153,300)	(196,300)
		<u>4,776,504</u>	<u>4,534,757</u>

Inventories recognised as expense during the year ended 30 June 2013 and included in cost of sales amounted to \$16,051,428 (2012: \$14,455,925).

12 Controlled Entities

(a) Controlled entities

	Country of Incorporation	Percentage	Percentage
		Owned (%)*	Owned (%)*
		2013	2012
Subsidiaries of Heritage Brands Limited:			
Heritage Brands (Australia) Pty Ltd	Australia	100	100
Innox Group Pty Ltd	Australia	100	100
Innox Holdings Pty Ltd	Australia	100	100
Innox Marks Pty Ltd	Australia	100	100
Incolabs Pty Ltd	Australia	100	100
Soda Brands (NZ) Ltd	New Zealand	100	100
Soda Brands (UK) Ltd	United Kingdom	100	100

* Percentage of voting power is in proportion to ownership

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

13 Property, plant and equipment

	Note	Consolidated	
		2013	2012
		\$	\$
Plant and equipment			
At cost		4,714,664	5,036,520
Accumulated depreciation		(4,315,108)	(4,455,309)
Total plant and equipment		399,556	581,211
Leasehold Improvements			
At cost		47,575	44,675
Accumulated depreciation		(46,004)	(43,838)
Total leasehold improvements		1,571	837
Total property, plant and equipment		401,127	582,048

(a) Movements in carrying amounts of property, plant and equipment

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

Consolidated	Plant and Equipment	Leasehold Improvements	Total
	\$	\$	\$
Year ended 31 July 2012			
Balance at the beginning of year	881,671	3,550	885,221
Additions	180,147	-	180,147
Disposals	(1,526)	-	(1,526)
Depreciation expense	(479,081)	(2,713)	(481,794)
Balance at the end of the year	581,211	837	582,048
Year ended 31 July 2013			
Balance at the beginning of year	581,211	837	582,048
Additions	222,569	2,900	225,469
Disposals	(18,218)	-	(18,218)
Depreciation expense	(386,006)	(2,166)	(388,172)
Balance at the end of the year	399,556	1,571	401,127

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

14 Intangible Assets

	Consolidated	
	2013	2012
	\$	\$
Goodwill		
Cost	2,596,828	2,596,828
Trademarks		
Cost	4,588,644	4,588,644
	<u>7,185,472</u>	<u>7,185,472</u>
Total Intangibles	<u>7,185,472</u>	<u>7,185,472</u>

(a) Movements in carrying amounts of intangible assets

Movement in the carrying amounts for each class of intangible assets between the beginning and the end of the current financial year:

	Goodwill	Trademarks	Total
	\$	\$	\$
Year ended 31 July 2012			
Balance at the beginning of year	2,596,826	2,588,644	5,185,470
Additions	-	2,000,000	2,000,000
Balance at the end of year	<u>2,596,826</u>	<u>4,588,644</u>	<u>7,185,470</u>
Year ended 31 July 2013			
Balance at the beginning of year	2,596,826	4,588,644	7,185,470
Balance at the end of year	<u>2,596,826</u>	<u>4,588,644</u>	<u>7,185,470</u>

Goodwill is not amortised. Trademarks have indefinite useful lives and are not amortised while they continue to exploit new channels without significant cost.

On 21 June 2012, the Group purchased the In Essence and Oil Garden brands for \$2,000,000 from Australian Natural Brands Pty Ltd. The terms include payment of \$1,000,000 on the date of purchase and the remaining balance after one year. The balance payable is included in the 2012 trade and other payables and has been paid in 2013.

Impairment disclosures

For the purpose of impairment testing, goodwill and trademark are allocated to cash-generating units which are based on the Group's reportable segments. The Group has determined that it has one CGU in consumer products. The aggregate carrying amount of goodwill and trademark tested for impairment in this CGU is:

	Consolidated	
	2013	2012
	\$	\$
Consumer Products	7,185,472	7,185,472

The recoverable amount of each cash-generating unit above is determined based on value-in-use calculations. Value-in-use is calculated based on the present value of cash flow projections over a 5-year period, using an estimated growth rate (which does not exceed the long-term growth rate for the industry) on the next year's financial budget, and a terminal value multiple. The cash flows are discounted using the yield of a 5-year government bond at the beginning of the budget period adjusted for the specific risks relating to the asset.

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

14 Intangible Assets continued

Impairment disclosures continued

The following assumptions were used in the value-in-use calculations:

	Growth Rate		Discount Rate	
	2013	2012	2013	2012
Consumer Products	3.00%	3.00%	20.00%	20.00%

Management has based the value-in-use calculations on budgets for each reporting segment. These budgets use historical weighted average growth rates to project revenue. Costs are calculated taking into account historical gross margins as well as estimated weighted average inflation rates over the period which are consistent with inflation rates applicable to the locations in which the segments operate.

Sensitivity to change of assumptions

If the next year's financial budget used in the value-in-use calculation had been 10% lower than management's estimates at 30 June 2013, the Group would have a recoverable amount in excess of \$794,500 against the carrying amount of intangible assets and property, plant and equipment.

If the pre-tax discount rate applied to the cash flow projections of this CGU had been 1% higher than management's estimates (20.2% instead of 20.0%), the Group would have a recoverable amount in excess of \$1,669,000 against the carrying amount of intangible assets and property, plant and equipment. In 2012, there were no reasonably possible changes in any of the key assumptions that would have caused the carrying amount of the CGU to exceed its recoverable amount.

15 Trade and other payables

	Note	Consolidated	
		2013	2012
		\$	\$
CURRENT			
Unsecured liabilities			
Trade payables		2,570,497	3,239,647
Employee benefits		47,952	148,494
Sundry payables and accrued expenses		589,554	535,043
Payable for the acquisition of new brands	14(a)	-	1,000,000
		3,208,003	4,923,184

All amounts are short term and the carrying values are considered to be a reasonable approximation of fair value.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

16 Borrowings

	Note	Consolidated	
		2013	2012
		\$	\$
CURRENT			
Unsecured liabilities:			
Insurance refinancing		76,443	76,947
		76,443	76,947
Secured liabilities:			
Debtor finance - Scottish Pacific Business Finance Pty Ltd		2,599,410	1,204,672
Payables to major shareholders	24(c)	4,268,746	-
Total current borrowings		6,944,599	1,281,619
NON-CURRENT			
Secured liabilities:			
Payables to major shareholders	24(c)	-	4,268,746
Total non-current borrowings		-	4,268,746
Total borrowings		6,944,599	5,550,365

(a) Debtor Finance

Financial assets that have been pledged as part of the total collateral for the benefit of Scottish Pacific Business Finance Pty Ltd are as follows:

	Consolidated	
	2013	2012
	\$	\$
Floating charge:		
- cash and cash equivalents	237,496	273,570
- trade receivables	4,219,374	3,715,090
	4,456,870	3,988,660

The collateral over financial assets represents a first fixed and floating charge over financial assets of Heritage Brands (Australia) Pty Ltd and second fixed and floating charge over financial assets of Heritage Brands Limited and Incolabs Pty Ltd. The Scottish Pacific Business Finance loans carry a current variable rate of interest at 9.4% per annum (2012: 12%).

(b) Shareholder Loans

The shareholders' loans are secured by first ranking fixed and floating charge over assets of Heritage Brands Limited, Innoxia Group Pty Ltd, Innoxia Holdings Pty Ltd, Innoxia Marks Pty Ltd and Incolabs Pty Ltd (excluding those pledged to Scottish Pacific Business Finance) carrying a fixed rate of interest at 10% per annum (2012: 10%).

As disclosed in note 1(b), these shareholder loans are maturing on 19 February 2014 and accordingly have been classified as part of current liabilities.

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

17 Tax

Recognised deferred tax assets and liabilities

	Consolidated		
	2013		2012
	\$		\$
Deferred tax assets	<u>358,539</u>		<u>423,166</u>
Deferred tax liabilities	<u>-</u>		<u>64,627</u>
	Opening Balance	Charged to Income	Closing Balance
	\$	\$	\$
Consolidated			
Deferred tax assets			
Provisions	363,566	(199,741)	163,825
Deferred tax assets attributable to tax losses	-	259,341	259,341
Balance at 31 July 2012	<u>363,566</u>	<u>59,600</u>	<u>423,166</u>
Provisions	<u>163,825</u>	<u>4,697</u>	<u>168,522</u>
Deferred tax assets attributable to tax losses	<u>259,341</u>	<u>(69,324)</u>	<u>190,017</u>
Balance at 31 July 2013	<u>423,166</u>	<u>(64,627)</u>	<u>358,539</u>
	Opening Balance	Charged to Income	Closing Balance
	\$	\$	\$
Deferred tax liability			
Property, plant and equipment			
- tax allowance	22,881	41,746	64,627
Balance at 31 July 2012	<u>22,881</u>	<u>41,746</u>	<u>64,627</u>
Property, plant and equipment			
- tax allowance	<u>64,627</u>	<u>(64,627)</u>	<u>-</u>
Balance at 31 July 2013	<u>64,627</u>	<u>(64,627)</u>	<u>-</u>

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

17 Tax continued

(a) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following:

	Consolidated	
	2013	2012
	\$	\$
Tax losses	1,379,243	1,553,095

Deferred tax assets have not been recognised in respect of these items because it has not been deemed probable that future taxable profit will be available against which the Group can utilise the benefits therein.

18 Employee Benefits

	Consolidated	
	2013	2012
	\$	\$
CURRENT		
Long service leave	77,521	99,422
Annual leave	245,442	244,243
	322,963	343,665
NON-CURRENT		
Long service leave	206,572	177,195
	206,572	177,195

Provision for Long-term Employee Benefits

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits have been included in Note 1.

19 Issued Capital

	Consolidated	
	2013	2012
	\$	\$
457,622,635 (2012: 457,622,635) Ordinary shares	16,102,935	16,102,935
Total	16,102,935	16,102,935

(a) Ordinary shares

	No.	No.
At the beginning of the reporting period	457,622,635	457,622,635
At the end of the reporting period	457,622,635	457,622,635

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

19 Issued Capital continued

(a) Ordinary shares continued

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Group. On a show of hands at meetings of the Group, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote.

The Group does not have authorised capital or par value in respect of its shares.

(b) Capital Management

Capital of the Group is managed in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

The Group monitors capital through the gearing ratio, which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is defined as equity per the statement of financial position plus net debt.

	Consolidated	
	2013	2012
	\$	\$
Total borrowings (excludes provisions and deferred tax liabilities)	10,398,046	10,717,793
Less cash and cash equivalents	(237,496)	(273,570)
Net debt	10,160,550	10,444,223
Total equity	6,683,450	5,892,201
Total capital	16,844,000	16,336,424
Gearing ratio	60%	64%

20 Capital and Leasing Commitments

(a) Operating Leases

	Consolidated	
	2013	2012
	\$	\$
Minimum lease payments under non-cancellable operating leases:		
- not later than one year	432,860	533,480
- between one year and five years	87,005	404,618
	519,865	938,098

The property lease is a non-cancellable lease with a three-year term, with rent payable monthly in advance.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

20 Capital and Leasing Commitments continued

(a) Operating Leases continued

Contingent rental provisions within the lease agreement require the minimum lease payments shall be increased by 3-4% per annum. On 15 April 2012, the Group has exercised its option to renew the lease for another two years.

The operating leases for motor vehicles have lease terms of three-years. The Group does not have the option to purchase the leased asset at the end of the lease period.

21 Contingencies

The Group did not have any contingent liabilities or contingent assets at 31 July 2013 (31 July 2012:None).

22 Operating Segments

Segment information

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. Operating segments are determined on the basis of financial information reported to the Board of Directors which is at the consolidated entity level. Accordingly, the consolidated entity is treated as one operating segment.

Therefore, management identified the Group as having only one reportable segment. The financial results from this reportable segment are equivalent to the financial statements of the consolidated entity as a whole. There have been no changes in the operating segments during the year.

Basis of accounting for purposes of reporting by operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Directors which makes strategic decisions.

(a) Geographical information

Revenue attributable to external customers is disclosed below are mainly generated in Australia. All non-current assets are located in Australia.

(b) Major customers

Revenues of approximately \$18,267,800 (2012: \$18,541,700) are derived from 8 external customers. These revenues represent 62% of total external revenue (2012: 69%).

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

23 Cash Flow Information

(a) Reconciliation of result for the year to cash flows from operating activities

Reconciliation of net income to net cash provided by operating activities:

	Consolidated	
	2013	2012
	\$	\$
Profit for the year	791,249	1,259,503
Cash flows excluded from profit attributable to operating activities		
Non-cash flows in profit:		
- depreciation	388,172	481,794
- write-off of obsolete stock	18,218	42,683
- net gain on disposal of property, plant and equipment	18,112	1,526
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
- (increase)/decrease in trade and other receivables	(504,681)	(745,245)
- (increase)/decrease in prepayments	50,058	(62,596)
- (increase)/decrease in inventories	362,941	798,081
- increase/(decrease) in trade and other payables	(715,182)	517,444
- increase/(decrease) in employee benefits	8,675	33,774
Cash flow from operations	417,562	2,326,964

(b) Non-cash financing and investing activities

In June 2012, the Group acquired new brands with an aggregate value of \$2,000,000. \$1,000,000 of which was payable after one year of acquisition. Accordingly, only the paid portion has been reflected in the statement of cash flows. In addition, the Group had agreed to purchase existing inventories of these new brands at acquisition date. In July 2012, the Group paid \$359,580 for inventories.

In FY 2012-2013, the Group paid the remaining balance of \$1,000,000 and purchased additional existing inventories of these new brands amounting to \$622,905.

24 Related Parties

(a) The Group's main related parties are as follows:

(i) Key management personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered key management personnel.

For details of remuneration disclosures relating to key management personnel, refer to Note 6: Interests of Key Management Personnel and the remuneration report in the Directors' Report.

Other transactions with KMP and their related entities are shown below.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

(b) Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

	2013	2012
KMP related parties		
Fees paid/payable to Sales Solution Network, a director/shareholder related entity for shared services	409,764	528,364
Fees received/receivable from Brands RMJ, a director/shareholder related entity for shared services	13,325	13,857
Fees received/receivable from Oswin, a director/shareholder related entity for shared services	61,468	58,441
Fees received/receivable from Sales Solution Network, a director/shareholder related entity for shared services	31,100	27,378
	515,657	628,040
Major shareholders		
Interest paid/payable on cash loan provided by Maximize Equity Pty Ltd	94,493	95,203
Interest paid/payable on cash loan provided by Souls Private Equity Ltd	101,628	101,907
Interest paid/payable on cash loan provided by Rawlo International Pty Ltd	153,800	154,221
Interest paid/payable on cash loan provided by Stephen Mason	35,000	32,048
Interest paid/payable on cash loan provided by Steven O'Neill	10,312	10,340
Interest paid/payable on cash loan provided by Chris McGibbon	700	702
Interest paid/payable on cash loan provided by PJT Holdings Pty Ltd	10,050	10,077
Interest paid/payable on cash loan provided by S Goodey Pty Ltd	10,392	10,420
Interest paid/payable on cash loan provided by JKL Developments Pty Ltd	10,050	10,077
	426,425	424,995

(c) Balances to related parties

	Note	Consolidated	
		2013	2012
		\$	\$
CURRENT			
Amount payable to:			
- Major shareholder (Maximize Equity Pty Ltd)	16(b)	949,431	-
- Major shareholder (Souls Private Equity Ltd)	16(b)	1,016,282	-
- Major shareholder (Rawlo International Pty Ltd)	16(b)	1,538,000	-
- Major shareholder (Others)	16(b)	765,033	-
Total		4,268,746	-

Notes to the Consolidated Financial Statements
 For the Year Ended 31 July 2013

(c) Balances to related parties continued

	Note	Consolidated	
		2013	2012
		\$	\$
NON-CURRENT			
Amount payable to:			
- Major shareholder (Maximize Equity Pty Ltd)	16(b)	-	949,431
- Major shareholder (Soul Private Equity Ltd)	16(b)	-	1,016,282
- Major shareholder (Rawlo International Pty Ltd)	16(b)	-	1,538,000
- Major shareholder (Others)	16(b)	-	765,033
Total		-	4,268,746

25 Financial Risk Management

The Group is exposed to a variety of financial risks through its use of financial instruments.

This note discloses the Group's objectives, policies and processes for managing and measuring these risks.

The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The Group does not speculate in financial assets.

The most significant financial risks to which the Group is exposed to are described below:

Specific risks

- Market risk - currency risk, cash flow interest rate risk and price risk
- Credit risk
- Liquidity risk

Financial instruments used

The principal categories of financial instrument used by the Group are:

- Trade receivables;
- Cash at bank;
- Trade and other payables, and
- Borrowings.

Objectives, policies and processes

Risk management is carried out by the Group's risk management committee under the delegated power from the Board of Directors. The Finance Manager has primary responsibility for the development of relevant policies and procedures to mitigate the risk exposure of the Group, these policies and procedures are then approved by the risk management committee and tabled at the board meeting following their approval.

Notes to the Consolidated Financial Statements

For the Year Ended 31 July 2013

25 Financial Risk Management continued

Objectives, policies and processes continued

Reports are presented at each Board meeting regarding the implementation of these policies and any risk exposure which the Risk Management Committee believes the Board should be aware of.

Specific information regarding the mitigation of each financial risk to which the Group is exposed is provided below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposure to wholesale and retail customers, including outstanding receivables and committed transactions.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The utilisation of credit limits by customers is regularly monitored by line management. Customers who subsequently fail to meet their credit terms are required to make purchases on a prepayment basis until creditworthiness can be re-established.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Board receives monthly reports summarising the turnover, trade receivables balance and aging profile of each of the key customers individually and the Group's other customers analysed by industry sector as well as a list of customers currently transacting on a prepayment basis or who have balances in excess of their credit limits.

Management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The Group maintains cash and marketable securities to meet its liquidity requirements for up to 30-day periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day period are identified monthly.

At the reporting date, these reports indicate that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances and will not need to draw down any of the financing facilities.

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

25 Financial Risk Management continued

The Group's liabilities have contractual maturities which are summarised below:

	Within 1 year		1 to 5 years		Total	
	2013	2012	2013	2012	2013	2012
	\$	\$	\$	\$	\$	\$
Trade and other payables	3,208,003	4,923,184	-	-	3,208,003	4,923,184
Borrowings-principal	6,944,599	1,281,619	-	4,268,746	6,944,599	5,550,365
Borrowings-interest	652,792	153,794	-	426,875	652,792	580,669
Total	10,805,394	6,358,597	-	4,695,621	10,805,394	11,054,218

Market risk

(i) Cash flow interest rate sensitivity

The Group is exposed to interest rate risk as funds are borrowed at floating and fixed rates. Borrowings issued at variable rates expose the Group to fair value interest rate risk.

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. Longer-term borrowings, mainly shareholder loans, are therefore usually at variable rates, which are re-priced annually. At the reporting date, the Group is exposed to changes in market interest rates through its bank borrowings, which are subject to variable interest rates.

At 30 June 2013, if interest rates had increased by 100 basis points or decreased by 100 basis points from the year end rates with all other variables held constant, post-tax profit for the period would have been \$69,446 higher/ \$69,446 lower (2012 changes of 100 bps/100 bps: \$55,504 lower/\$55,504 higher), mainly as a result of higher/lower interest income from cash and cash equivalents. Other components of equity would have been \$69,446 lower/\$69,446 higher (2012 – \$55,504 lower/\$55,504 higher) mainly as a result of an increase/decrease in the fair value of the cash flow hedges of borrowings.

Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date.

The carrying value less impairment provision of trade receivables and payables is a reasonable approximation of their fair values due to the short-term nature of trade receivables and payables. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

26 Events Occurring After the Reporting Date

No matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Heritage Brands Limited and Controlled Entities
ABN 91 081 149 635

Notes to the Consolidated Financial Statements
For the Year Ended 31 July 2013

27 Company Details

The registered office of and principal place of business of the Company is:

Heritage Brands Limited
30 Bando Road
Springvale
VIC 3171

Directors' Declaration

The Directors' of the Company declare that:

1. the financial statements and notes for the year ended 31 July 2013 are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standards, which, as stated in accounting policy note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position and performance of the consolidated group;
2. the Chief Executive Officer and Chief Finance Officer have given the declarations required by Section 295A that:
 - a. the financial records of the Group for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
 - b. the financial statements and notes for the financial year comply with the Accounting Standards; and
 - c. the financial statements and notes for the financial year give a true and fair view.
3. in the directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Director

Dated : 1st October 2013



Level 1, 12 O'Connell Street, Sydney NSW 2000 G.P.O. Box 2759, Sydney NSW 2001
Phone 8815 5400 Facsimile 8815 5401 E-mail swan2000@bigpond.com

INDEPENDENT AUDITOR'S REPORT

To the members of Heritage Brands Limited

Report on the Financial Report

We have audited the accompanying financial report of Heritage Brands Limited, which comprises the consolidated statement of financial position as at 31 July 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Chartered Accountants

Liability limited by the Accountants Scheme, approved
under the Professional Standards Act 1994 (NSW).



Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Heritage Brands Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

- (a) the financial report of Heritage Brands Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 31 July 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1 (a).

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1(b) in the financial report, which indicates that the consolidated entity's current liabilities exceeded its current assets by \$1,055,116 as at 31 July 2013. This condition, along with other matters as set forth in Note 1(b) indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 13 of the directors' report for the year ended 31 July 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Heritage Brands Limited for the year ended 31 July 2013 complies with section 300A of the *Corporations Act 2001*.

Rothsay Chartered Accountants

Graham Swan
Partner

Sydney, 1 October 2013

Additional Information for Listed Public Companies

For the Year Ended 31 July 2013

NSX Additional Information

Additional information required by the NSX Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 31 July 2013.

Substantial shareholders

The number of substantial shareholders and their associates are set out below:

Voting rights

Ordinary Shares

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Distribution of equity security holders

Holding	Ordinary shares	
	Shares	Options
1 - 1,000	-	-
1,001 - 5,000	4	-
5,001 - 10,000	90	-
10,001 - 100,000	124	-
100,000 and over	47	-

There were nil holders of less than a marketable parcel of ordinary shares.

Additional Information for Listed Public Companies

For the Year Ended 31 July 2013

Twenty largest shareholders

	Ordinary shares	
	Number held	% of issued shares
Souls Private Equity Ltd	114,962,106	25.1
Maximize Equity Pty Ltd *	91,431,644	20.0
Rawlo International Pty Ltd *	80,671,614	17.6
Mr Stephen Mason *	63,895,060	14.0
JKL Developments Pty Ltd *	18,299,034	4.0
S Goodey Pty Ltd *	18,299,034	4.0
PTJ Holdings Pty Ltd	18,299,034	4.0
Mr Steven Andrew O'Neill	18,299,034	4.0
Kistani Holdings Pty Ltd *	11,369,060	2.5
Mr Christopher McGibbon & *	3,070,000	0.7
Avenues Investments (Aust)	1,275,000	0.3
STYLZ Franchising Pty Ltd	1,200,000	0.3
Hair Fx Australia Pty Ltd	723,405	0.2
D J Fairfull Pty Ltd *	620,000	0.1
Cordony & Co Pty Ltd	548,106	0.1
Cordony Salons Pty Ltd	548,106	0.1
Chris Boffa Pty Ltd	548,106	0.1
Frank Boffa Pty Ltd	548,106	0.1
Murang Pty Ltd	496,000	0.1

* Signifies a Director controlled entity

Company secretary

The name of the company secretary is Christopher William McGibbon.

Principal address

The address of the principal registered office in Australia is 30 Bando Road, Springvale, VIC 3171. Telephone 03 9574 2100.

Registers of securities

Registers of securities are held at the following addresses:

NSW	Boardroom Pty Ltd, Level 7, 207 Kent Street, Sydney, NSW 2000
Victoria	30 Bando Road, Springvale, VIC 3171.

Securities exchange

The Company is listed on the NSX. Quotation has been granted for all the ordinary shares of the company on all member exchanges of NSX.

Unquoted securities

There are no unquoted securities.