FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2007

SATURDAY



15/09/2007 COMPANIES HOUSE

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Company Information

Directors

DBR Swinstead

PJ Tobin

Company Secretary

DBR Swinstead

Registered Number

1300295 (England and Wales)

Registered Office

102 Camley Street

London NW1 OPF

Auditors

Nexia Smith & Williamson Chartered Accountants Registered Auditors Prospect House 2 Athenaeum Road

London N20 9YU

Accountants and Taxation Advisers Smith & Williamson Chartered Accountants Prospect House

Prospect House 2 Athenaeum Road

London N20 9YU

Solicitors

Soloman Taylor & Shaw 3 Coach House Yard Hampstead High Street

London NW3 1QD

Bankers

Bank of Scotland

14/16 Cockspur Street

London SW1Y 5BL

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2007

The Directors present their report and the financial statements for the year ended 31 March 2007

Principal activities

The Company's principal activity continues to be that of wholesaler of vegetarian and vegan foods, drinks, nutritional supplements, toiletries and other animal-free products

Business Review

The financial results for the year and the Company's financial position at the year end are shewn in the attached statements

Financial risk management

The Company's operations expose it to a variety of financial risks, namely changes in credit, liquidity and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of debt finance and the related finance costs. The Company does not use derivative financial instruments to manage interest rate costs and, as such, no hedge accounting is applied.

Given the size of the Company, the Directors have delegated to the Managing Director the responsibility of monitoring financial risk management. The policies set by the Directors are implemented by the Company's finance department.

Pnce risk

The Company is exposed to price risk due to normal inflationary increases in the purchase price of the goods and services it purchases in the UK

Credit risk

The Company has implemented policies that require appropriate credit checks on prospective customers before credit sales are made

Liquidity ask

The Company actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Company has available sufficient funds for operations and planned expansions

Interest rate risk

The Company has both interest bearing assets and liabilities. Interest bearing assets consist of cash balances which earn interest at a variable rate depending on the Bank base rate and Staff Loans, which earn interest at the beneficial loan rate. Interest bearing liabilities consist solely of Directors personal accounts. The Directors will revisit the appropriateness of this policy should the Company's operations change in size or nature.

Results and dividends

The profit for the year after taxation, amounted to £882,411 (2006 - £263,768)

Interim dividends were paid as follows

	Ordinary Shares		
	'A'	'B'	
15 May 2006	£ 19 98934	£ 19 40725	
11 August 2006	£ 19 98934	£ 19 40725	
20 November 2006	£ 19 98934	£ 19 07303	
21 December 2006	£ 13 32623	£ 13 32623	
14 February 2007	£ 19 98934	£ 19 07303	
06 March 2007	£ ~	£ 0 66844	
31 March 2007	£ 13 32623	£ 13 32623	

The total distribution of dividends for the year has been £395,632 (2006 - £294,852) The Directors do not recommend payment of a final dividend

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2007

Directors

The Directors who served during the year and their beneficial interests in the Company's issued share capital were

	Ordinary A sha	ares of £1 each	Ordinary B sh	ares of £1 each
	2007	2006	2007	2006
DBR Swinstead	1,876	1,876	-	-
PJ Tobin	-	-	1,876	1,876

The Environment

The Company seeks to build upon the progress so far made towards promoting social and environmental activities as Company policy

Some good quality food approaching sell-by date is donated to chanties. We also donate very substantial quantities of used office paper for recycling and purchase the reconstituted paper for office use - similarly with cartridges. We are planning a review of power and water use aiming to effect economies.

Charitable donations

During the year the Company made charitable donations amounting to £5,919 (2006 - £6,741)

Auditors

The Auditors, Nexia Smith & Williamson, will be proposed for reappointment in accordance with Section 385 of the Companies Act 1985

Statement of directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that the Company will continue in business

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregulanties.

Disclosure of information to the auditors

In the case of each person who was a director at the time this report was approved

- so far as that Director was aware there was no relevant information of which the company's auditors were unaware, and
- that director had taken all the steps that the Director ought to have taken as a director to make himself aware of any relevant information and to establish that the company's auditors were aware of that information

This report was approved by the Board on 15 August 2007 and signed on its behalf

DBR Swinstead

Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARIGOLD HEALTH FOODS LIMITED

We have audited the accounts of Mangold Health Foods Limited for the year ended 31 March 2007 comprising the Balance Sheet, Profit and Loss Account, Note of Historical Cost Profits and Losses, Cash Flow Statement and related notes 1 to 23. These accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As described in the statement of Directors responsibilities the company's Directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and international Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if the information specified by law regarding Directors remuneration and transactions with the company is not disclosed.

We read the Directors report and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion

- the accounts give a true and fair view of the state of the company's affairs as at 31 March 2007 and of its profit for the year then ended,
- the accounts have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' report is consistent with the accounts

Nexia Smith & Williamson Chartered Accountants Registered Auditors

Ryla Smith & Villicuse.

Prospect House 2 Athenaeum Road Whetstone London N20 9YU

10 September 2007

BALANCE SHEET As at 31 March 2007

	Note	£	2007 £	£	2006 £
FIXED ASSETS					
Intangible fixed assets	2		14,105		14,105
Tangible fixed assets	3		1,469,188		1,487,752
			1,483,293		1,501,857
CURRENT ASSETS					
Stocks	4	628,309		606,198	
Debtors	5	1,847,228		1,826,890	
Investment	6	• •		296,055	
Cash at bank and in hand		1,883,278		860,073	
		4,358,815		3,589,216	
CREDITORS, amounts falling due	-	(0.070.00.4)		(0.707.E4E)	
within one year	7	(2,973,094)		(2,707,545)	
NET CURRENT ASSETS			1,385,721		881,671
TOTAL ASSETS LESS CURRENT LIABILITIES			2,869,014		2,383,528
PROVISIONS FOR LIABILITIES					
AND CHARGES	8		(27,726)		(29,019)
NET ASSETS			2,841,288		2,354,509
CAPITAL AND RESERVES					
Called up share capital	9		3,752		3,752
Revaluation Reserve	10		689,505		696,338
Retained Profit Reserve	10		2,148,031		1,654,419
MEMBERS' FUNDS	11		2,841,288		2,354,509

The financial statements were approved by the board on 15 August 2007 and signed on its behalf

DBR Swinstead

Director

PJ Tobin Patril Tol

PROFIT AND LOSS ACCOUNT For the year ended 31 March 2007

	Note	2007 £	2006 £
TURNOVER	1,12	17,018,099	15,796,100
Prime cost of sales		(13,757,872)	(12,814,738)
GROSS PROFIT		3,260,227	2,981,362
Delivery expenses		(213,003)	(203, 148)
Administrative expenses		(1,865,876)	(2,476,581)
OPERATING PROFIT	13	1,181,348	301,633
Interest receivable		81,115	48,824
Interest payable	17	(3,742)	(5,977)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,258,721	344,480
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	18	(376,310)	(80,712)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		882,411	263,768

All amounts relate to continuing operations

There were no recognised gains and losses for 2007 or 2006 other than those included in the profit and loss account

NOTE OF HISTORICAL COST PROFITS AND LOSSES For the year ended 31 March 2007

	2007	2006
	£	£
Reported profit on ordinary activities before taxation	1,258,721	344,480
Difference between a historical cost depreciation charge and actual depreciation charge for the year calculated on the revalued amount of the leasehold property	6,833	6,764
Historical cost profit on ordinary activities before taxation	1,265,554	351,244
Historical cost profit/(loss) for the year retained after taxation	493,612	(24,320)

CASH FLOW STATEMENT For the year ended 31 March 2007

		2007	2006
	Note	£	£
Net cash inflow from operating activities (Page	e 8)	1,176,290	990,989
Returns on investments and servicing of finance	20	77,373	42,847
Taxation		(75,177)	(351,317)
Capital expenditure and financial investment	20	(55,704)	(129,922)
Equity dividends paid		(395,632)	(294,852)
Cash inflow before use of liquid resources and financing		727,150	257,745
Management of liquid resources	20	296,055	(12,765)
Increase in cash in the period		1,023,205	244,980

CASH FLOW STATEMENT INFORMATION For the year ended 31 March 2007

	2007		2006	
	Nóte £	£	£	£
RECONCILIATION OF OPERATING PROFIT TO NET CASH FROM OPERATING ACTIVITIES	INFLOW			
Operating profit		1,181,348		301,633
Depreciation of tangible fixed assets		68,586		66,963
Loss on disposal of tangible fixed assets		5,681		3,095
Increase in debtors	1	(20,338)		(370,133)
Increase in stocks		(22,111)		(99,228)
(Decrease)/increase in creditors		(36,876)	_	1,088,659
Net cash inflow from operating activities		1,176,290	_	990,989
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS	21			
Increase in cash in the period	1,023,20	5	244,980	
Cash inflow from (increase) / decrease in liquid resources	(296,05	i 5)	12,765	
		727,150		257,745
Change in net funds resulting from cash flows				
Change in net funds resulting from cash flows Net funds at 1 April 2006		1,156,128		898,383

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of Leasehold Property and include the results of the Company's operations which are described in the Directors' Report and all of which are continuing

1.2 Sales

Sales comprise the value of goods and services supplied by the Company during the year, exclusive of Value Added Tax

13 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold Property
Trade Vehicles

Over the term of the lease Straight line over 6 years

Fixtures & Equipment

Straight line over estimated life at variable rates

1.4 Operating leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used

1.5 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving items

1.6 Foreign currencies

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1.7 Deferred taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and accounts purposes, using the liability method, only to the extent that, in the opinion of the Directors, there is a reasonable probability that a liability or asset will crystallise in the near future. Any assets or liabilities recognised have not been discounted.

18 Pensions

The Company contributes to a group personal pension scheme. The assets of the scheme are held separately from those of the Company in independently administered funds. The Company's contributions to the scheme for the year are charged to profit and loss account.

19 Goodwill and trade mark

Goodwill and trade mark are stated in the financial statements at cost. The financial statements have departed from the requirement to amortise the assets over a finite period for the overriding intention to show a true and fair view. The reason for this departure is that in the Directors' opinion the assets are in the financial statements at below their true market value.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

INTANGIBLE FIXED ASSETS				الليمانية
				Goodwill trade mai
				traue mai
				£
Cost				444
At 1 April 2006				14,1
At 31 March 2007				14,1
Net Book Value				
At 31 March 2007				14,1
At 31 March 2006				14,
TANGIBLE FIXED ASSETS				
	Long Term			
	Leasehold Land		Fixtures &	
	& Buildings	Trade Vehicles	Equipment	Total
	£	£	£	£
Cost or valuation				
At 1 April 2006	1,272,838	262,649	152,484	1,687,
Additions	7,305	27,640	20,759	55,7
Disposals	•	(14,000)	(3,543)	(17,
At 31 March 2007	1,280,143	276,289	169,700	1,726,
At 51 Major 2001				
Depreciation ·				
At 1 April 2006	12,777	102,890	84,553	200,
Charge for year	12,980	38,619	16,987	68,
On disposals	-	(9,359)	(2,503)	(11,
At 31 March 2007	25,757	132,150	99,037	256,
At 31 March 2007				
Net Book Value				
At 31 March 2007	1,254,386	144,139	70,663	1,469,
AL J I Malcit 2007	1,207,000	144,100		-,,,,,
At 31 March 2006	1,260,061	159,759	67,931	1,487,
AL ST Water 2000	7,200,001	.00,,00	37,007	=====

market value basis and the resulting surplus of £410,032 was transferred to the Revaluation Reserve

If Leasehold Property had not been revalued it would have been included at the following historic cost

	2007 £	2006 £
Cost Cumulative depreciation	606,282 (45,846)	598,977 (39,641)
Net book amount	560,436	559,336

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

4	STOCKS	2007 £	2006 £
	Sellable goods	628,309	606, 198
5	DEBTORS	2007 £	2006 £
	Due within one year Trade debtors Other debtors Prepayments and accrued income	1,709,927 95,442 41,859 1,847,228	1,684,297 106,273 36,320 1,826,890

6. INVESTMENT

During the year the company disposed of it's investment. In the previous year the investment was recognised as the cost to date of a holding in the Corporate Bond Fund within Halifax UK Investment Funds Open-ended Investment Company. The market value at 31 March 2006 was £296,055

7 CREDITORS.

8.

2007	2006
£	£
1,733,516	1,628,924
374,304	71,879
456,904	29,911
371,074	921,659
37,29 6	55,172
2,973,094	2,707,545
2007	2006
£	£
29,019	25,043
(1,293)	3,976
27.726	29,019
	£ 1,733,516 374,304 456,904 371,074 37,296 2,973,094 2007 £

The deferred tax liability arises as a result of fixed asset timing differences

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

9	SHARE CAPITAL		
		2007	2006
	Authorised	£	£
	5,000 ordinary shares of £1 each	5,000	5,000
	Allotted, called up and fully paid		
	1,876 A ordinary shares of £1 each	1,876	1,876
	1,876 B ordinary shares of £1 each	1,876	1,876
		3,752	3,752
	The 'A' and 'B' ordinary shares rank pari passu in all respects exce declare a separate dividend in respect of each class of share	pting that the Dire	ctors may
10	RESERVES		
		£	
	Revaluation Reserve		
	At 1 April 2006	696,338	
	Transferred to Retained Profit Reserve	(6,833)	
	At 31 March 2007	689,505	
	Detelored Destit Deserve		
	Retained Profit Reserve	2007	2006
		£	£
	Retained profit Brought Forward	1,654,419	1,678,739
	Retained profit for the year Transferred from Revaluation Reserve	882,411 6,833	263,768 6,764
	Dividends	(395,632)	(294,852)
	Retained Profit Carried Forward	2,148,031	1,654,419
11	MEMBERS' FUNDS		
	Reconciliation of movements on members' funds		
		2007 £	2006 £
	Profit for the year	882,411	263,768
	Dividends	(395,632)	(294,852)
		486,779	(31,084)
	Opening members' funds	2,354,509	2,385,593
		0.044.000	0.054.500
	Closing members' funds	2,841,288	2,354,509

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

12 SALES

The whole of the sales is attributable to the one principal activity of the Company being wholesaler of vegetarian and vegan foods, drinks, nutritional supplements, toiletnes and other animal-free products

13 OPERATING PROFIT

The operating profit is stated after charging		
	2007	2006
	£	£
Depreciation of tangible fixed assets		
- owned by the company	68,586	66,963
Audit fees	14,085	12,790
Non-audit services paid to a company associated to		
the auditors	1,605	52,430
Operating lease rentals		
- other	74,237	58,116
Director's remuneration	4,368	5,148
Discretionary awards	•	800,000
•		

The discretionary awards of £800,000 in the year ended 31 March 2006 were cancelled and paid as salaries in the year ended 31 March 2007

14. STAFF COSTS

	Staff costs, including directors' remuneration, were as follows	2007 £	2006 £
	Salaries Social security costs Other pension costs Discretionary awards	1,207,820 221,982 44,978	1,097,697 108,807 44,720 800,000
		1,474,780	2,051,224
	The average monthly number of employees, including directors, during the year was as follows		
		2007	2006
	Average employees	52	<u>49</u>
15	DIRECTORS' REMUNERATION		
		2007 £	2006 £
	Aggregate emoluments Discretionary awards	4,368 -	5, 148 800, 000
		4,368	805, 148

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

		<u> </u>		
	Included in the above are emoluments, excluding pension contributions, paid to			
	Highest paid director		405,148	
16	INTEREST RECEIVABLE	2007 £	2006 £	
	Bank interest Investment income Staff loans	53,900 25,497 1,718	30,928 15,938 1,958	
		81,115	48,824	
17.	INTEREST PAYABLE	2007 £	2006 £	
	On directors' accounts	3,742	5,977	

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

18.	TAXATION	2007 £	2006 £
	Current year taxation UK Corporation Tax at 30% (2006 - 30%) Transfer (from)/to deferred taxation	377,602 (1,293)	75,052 3,976
		376,309	79,028
	Prior year UK corporation tax	1	1,684
		376,310	80,712
	Factors affecting the tax charge for period		
		2007 £	2006 £
	Profit on ordinary activities before tax	1,258,721	344,480
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 30% (2005 30%)	377,616	103,344
	Effects of Expenses not deductible for tax purposes Depreciation charge in excess of capital allowances Capital allowances in excess of depreciation Marginal relief Other short term differences	4,772 1,502 - (6,079) (209)	7,169 - (4,184) (31,484) 207
	Current tax Charge for period	377,602	75,052
19	DIVIDENDS	2007 £	2006 £
	Ordinary - interim paid	395,632	294,852
20.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT	2007 £	2006 £
	Returns on investments and servicing of finance		
	Interest paid	81,115 (3,742)	48,824 (5,977)
	Net cash inflow for returns on investments and servicing of finance	77,373	42,847

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2007

	ANALYSIS OF CASH FLOWS FO NETTED IN THE CASH FLOW ST	· · · · · · · · · · · · · · · · · ·	ued)		
	Capital expenditure and fi	nancial investme	ent		
	Purchase of tangible fixed assets			(55,704)	(129,922)
	Net cash outflow for capital expenditure			(55,704)	(129,922)
	Management of liquid res	ources			
	Decrease / (increase) in current asset investment			296,055	(12,765)
	Net cash inflow/(outflow) for management of liquid resources			296,055	(12,765)
21	ANALYSIS OF NET DEBT				
		At 1 April 2006 £	Cash flow £		At 31 March 2007 £
	Net cash:	-			
	Cash at bank and in hand	860,073	1,023,205		1,883,278
	Liquid resources:				
	Current asset investments	296,055	(296,055)		·
	Debt:				
		-	-		
	Net debt	1,156,128	727,150		1,883,278
22.	OTHER COMMITMENTS				
	At 31 March 2007 the company had annual commitments under non-c follows			on-cancellable ope	erating leases as
				l and and i	Land and buildings
				2007	2006
	Evning data:			£	£
	Expiry date: In more than 5 years			21,000	21,000

23 TRANSACTIONS WITH A DIRECTOR

Included in other creditors at the year end are amounts due to company's directors, amount due to DBR Swinstead of £84,420 (2006 - £80,770) and amount due to PJ Tobin of £286,654 (2006 - £40,889)

During the year the director's current account of DBR Swinstead was overdrawn for a total of 132 days. The maximum overdrawn balance was £42,180. The director's current account of PJ Tobin was not overdrawn at any point during the year.