Registered number 01300295

MARIGOLD HEALTH FOODS LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012



COMPANY INFORMATION

DIRECTOR

PJ Tobin

COMPANY NUMBER

01300295

REGISTERED OFFICE

102 Camley Street

London NW1 0PF

AUDITOR

Nexia Smith & Williamson

Chartered Accountants & Statutory Auditors

25 Moorgate London EC2R 6AY

ACCOUNTANTS

Smith & Williamson LLP

25 Moorgate London EC2R 6AY

BANKERS

HSBC London W1U 6AX

SOLICITORS

Solomon Taylor & Shaw 3 Coach House Yard Hampstead High Street

London NW3 1QD

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DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2012

The director presents his report and the financial statements for the year ended 31 March 2012

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PRINCIPAL ACTIVITIES

The Company's principal activity continues to be that of the wholesale 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

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £460,615 (2011 - £428,682)

The total distribution of dividends for the year has been £nil (2011 - £nil) The director does not recommend payment of a final dividend

DIRECTOR

The director who served during the year was

PJ Tobin

CHARITABLE CONTRIBUTIONS

During the year the Company made charitable donations amounting to £20,563 (2011 - £387)

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2012

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 director has not delegated the responsibility of monitoring financial risk management. The policies set by the director are implemented by the Company's finance department.

Price 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

Currency risk

The Company is exposed to foreign currency exchange rate risk as a result of trade creditors which will be settled in Euros, Australian dollars and US dollars. During the year the Company did not enter into any arrangements to hedge this risk as the director did not consider the exposure to be significant given the short term nature of the balances.

Credit risk

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

Liquidity risk

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 a bank loan, which is secured. The Director will revisit the appropriateness of this policy should the Company's operations change in size or nature.

KEY PERFORMANCE INDICATORS

The director and the management use a number of key performance indicators to monitor and appriase the trading and performance of the business. The main key performance indicators are as follows

	2012	2011
	3	£
Turnover	18,569,718	18,092,793
Gross Profit Percentage	18.6%	17 7%

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2012

PROVISION OF INFORMATION TO AUDITOR

The director at the time when this Director's report was approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

AUDITOR

Under section 487(2) of the Companies Act 2006, Nexia Smith & Williamson will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

This report was approved by the board on 20 September 2012

and signed on its behalf

PJ Tobin

Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MARIGOLD HEALTH FOODS LIMITED

We have audited the financial statements of Marigold Health Foods Limited for the year ended 31 March 2012, which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet, the Cash flow statement and the related notes 1 to 23. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITOR

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

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MARIGOLD HEALTH FOODS LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Netia Smith & William.

Stephen Drew (Senior statutory auditor)

for and on behalf of Nexia Smith & Williamson

Chartered Accountants & Statutory Auditors

25 Moorgate London EC2R 6AY

Date 27 SEPLEMEN 2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2012

	Note	2012 £	2011 £
TURNOVER	1,2	18,569,718	18,092,793
Cost of sales		(15,113,751)	(14,884,429)
GROSS PROFIT		3,455,967	3,208,364
Distribution costs		(1,597,886)	(1,484,425)
Administrative expenses		(1,236,212)	(1,099,489)
Other operating income	3	256	-
OPERATING PROFIT	4	622,125	624,450
Interest receivable and similar income	7	3,271	2,989
Interest payable and similar charges	8	(16,133)	(46,771)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		609,263	580,668
Tax on profit on ordinary activities	9	(148,648)	(151,986)
PROFIT FOR THE FINANCIAL YEAR	17	460,615	428,682

All amounts relate to continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

	2012	2011
	£	£
PROFIT FOR THE FINANCIAL YEAR	460,615	428,682
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	460,615	428,682
NOTE OF HISTORICAL COST PROFITS AND LO	PSSES	
NOTE OF HISTORICAL COST PROFITS AND LO FOR THE YEAR ENDED 31 MARCH 2012	2012	_
FOR THE YEAR ENDED 31 MARCH 2012	2012 £	2011 £
**************************************	2012	_
FOR THE YEAR ENDED 31 MARCH 2012	2012 £	£ 580,668
FOR THE YEAR ENDED 31 MARCH 2012 REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2012 £ 609,263	£

MARIGOLD HEALTH FOODS LIMITED REGISTERED NUMBER: 01300295

BALANCE SHEET AS AT 31 MARCH 2012

	Note	£	2012 £	£	2011 £
FIXED ASSETS					
Tangible assets	10		1,251,371		1,310,335
CURRENT ASSETS					
Stocks	11	761,949		805,494	
Debtors	12	2,210,263		2,107,375	
Cash at bank and in hand		682,272		446,513	
		3,654,484		3,359,382	
CREDITORS amounts falling due within one year	13	(2,248,069)		(2,289,717)	
NET CURRENT ASSETS			1,406,415		1,069,665
TOTAL ASSETS LESS CURRENT LIABILI	TIES		2,657,786		2,380,000
CREDITORS: amounts falling due after more than one year	14		(525,000)		(700,000)
PROVISIONS FOR LIABILITIES					
Deferred tax	15		(5,785)		(13,614)
NET ASSETS			2,127,001		1,666,386
CAPITAL AND RESERVES					
Called up share capital	16		1,876		1,876
Revaluation reserve	17		648,424		657,972
Capital redemption reserve	17		1,876		1,876
Profit and loss account	17		1,474,825		1,004,662
SHAREHOLDERS' FUNDS	18		2,127,001		1,666,386

PJ Tobin Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

	Note	2012 £	2011 £
Net cash flow from operating activities	19	577,747	281,711
Returns on investments and servicing of finance	20	(12,862)	(43,782)
Taxation		(156,709)	(181,019)
Capital expenditure and financial investment	20	2,583	(6,791)
CASH INFLOW BEFORE FINANCING		410,759	50,119
Financing	20	(175,000)	29,021
INCREASE IN CASH IN THE YEAR		235,759	79,140

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 MARCH 2012

	2012 £	2011 £
Increase in cash in the year	235,759	79,140
Cash outflow from decrease in debt and lease financing	175,000	(29,021)
MOVEMENT IN NET DEBT IN THE YEAR	410,759	50,119
Net debt at 1 April 2011	(428,487)	(478,606)
NET DEBT AT 31 MARCH 2012	(17,728)	(428,487)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

1. ACCOUNTING POLICIES

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

12 Turnover

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

1.3 Tangible fixed assets and depreciation

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

L/Term Leasehold Property

Over the term of the lease

Motor vehicles

Straight line over 6 years

Fixtures & fittings

Straight line over estimated life at variable rates

1 4 Revaluation of tangible fixed assets

Individual freehold and leasehold properties are carried at current year value at the balance sheet date. A full valuation is obtained from a qualified valuer for each property every five years, with an interim valuation three years after the previous full valuation, and in any year where it is likely that there has been a material change in value

Revaluation gains and losses are recognised in the statement of total recognised gains and losses unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the losses are recognised in the Profit and loss account

1.5 Operating leases

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the term of the lease, 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

1.6 Stocks

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

1. ACCOUNTING POLICIES (continued)

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.8 Foreign currencies

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

19 Pensions

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

2. TURNOVER

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

All turnover arose within the United Kingdom

3 OTHER OPERATING INCOME

	2012 £	2011 £
Other operating income	256	-

4.	OPERATING PROFIT		
	The operating profit is stated after charging		
		2012 £	2011 £
	Depreciation of tangible fixed assets	34,483	61 700
	- owned by the company Auditor's remuneration	17,995	61,782 17,225
	Auditor's remuneration - non-audit Operating lease rentals	1,500	2,400
	- other operating leases	225,936	286,601
5.	STAFF COSTS		
	Staff costs, including director's remuneration, were as follows		
		2012 £	2011 £
	Wages and salaries	1,528,893	1,417,351
	Social security costs Other pension costs	151,459 54,176	139,153 52,533
	``		
		1,734,528	1,609,037
	The average monthly number of employees, including the director, d	luring the vear was as	follows
	,	2012	2011
		No.	No
		<u> </u>	54
6	DIRECTOR'S REMUNERATION		
		2012	2011
	Fred	£ £	£ 226
	Emoluments	63,890	56,326
7.	INTEREST RECEIVABLE		
		2012	2011
		£	£
	Staff loans Bank interest receivable	2,941 330	2,780 209
	Dank interest receivable		
		3,271	2,989
			

8	INTEREST PAYABLE		
		2012	2011
	On bank loans and overdrafts	£ 16,133 	46,771 ————
9	TAXATION		
		2012 £	2011 £
	Analysis of tax charge in the year		
	Current tax (see note below)		
	UK corporation tax charge on profit for the year Adjustments in respect of prior periods	157,211 (734)	157,619 (158)
	Total current tax	156,477	157,461
	Deferred tax (see note 15)		
	Transfer to deferred taxation	(7,829)	(5,475)
	Tax on profit on ordinary activities	148,648	151,986
	Factors affecting tax charge for the year		
	The tax assessed for the year is lower than (2011 - lower than) the s UK of 26% (2011 - 28%) The differences are explained below	tandard rate of corpora	ation tax in the
		2012	2011
		3	£
	Profit on ordinary activities before tax	609,263	580,668
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%)	158,408	162,587
	Effects of:		
	Expenses not deductible for tax purposes, other than goodwill amortisation and impairment Capital allowances for year in excess of depreciation Adjustments to tax charge in respect of prior periods Marginal relief	4,434 6,372 (734) (12,003)	4,991 5,316 (158) (15,275)
	Current tax charge for the year (see note above)	156,477	157,461

	L/Term Leasehold Property £	Motor vehicles £	Fixtures & fittings £	Total £
Cost or valuation				
At 1 April 2011 Additions	1,250,000	208,616	165,667 1,918	1,624,283 1,918
Disposals	-	(137,311)	(9,060)	(146,371)
At 31 March 2012	1,250,000	71,305	158,525	1,479,830
Depreciation				
At 1 April 2011	16,010	165,356	132,582	313,948
Charge for the year On disposals	16,181 -	6,192 (112,017)	12,110 (7,955)	34,483 (119,972)
At 31 March 2012	32,191	59,531	136,737	228,459
Net book value				
At 31 March 2012	1,217,809	11,774	21,788	1,251,371
At 31 March 2011	1,233,990	43,260	33,085	1,310,335
Cost or valuation at 31 March 2	012 is as follows			
				Land an building
At cost				-
At valuation:				
23 June 2010 on an open marke	et value basis			1,250,00
				1,250,00
If the land and buildings had n		ition they would	l have been inclu	ided under th
			2012	20:
Cont			£	6EO 44
Cost Accumulated depreciation			652,442 (97,624)	652,44 (90,63
Net book value		_	554,818	561,81
TO DOOR FOR		_	,	

11.	STOCKS		
		2012	2011
	Finished goods and goods for resale	761,949	£ 805,494 ———
12.	DEBTORS		
		2012	2011
	Due after more than one year	£	£
	Other debtors	44,303	<i>36,17</i> 9
	Due within one year		
	Trade debtors	1,982,550	1,823,899
	Other debtors Prepayments and accrued income	93,644 89,766	188,679 58,618
		2,210,263	2,107,375
13.	CREDITORS: Amounts falling due within one year	2010	0044
		2012 £	2011 £
	Bank loans and overdrafts	175,000	175,000
	Trade creditors	1,841,687	1,597,745
	Corporation tax Social security and other taxes	157,387 39,433	157,619 35,450
	Other creditors	4,531	283,130
	Accruals and deferred income	30,031	40,773
		2,248,069	2,289,717
	The bank loan is secured with a fixed charge over the Camley Stre Interest is payable at 2.5% above the Royal Bank of Scotland Base Ra- five years		
14.	CREDITORS: Amounts falling due after more than one year		
	-	2012	2011
	Parktone	3	£
	Bank loans	525,000 ————	700,000 —————

15.	DEFERRED TAXATION			
			2012 £	2011 £
	At beginning of year Released during year		13,614 (7,829)	19,089 (5,475)
	At end of year	-	5,785	13,614
	The provision for deferred taxation is made up as follows			
			2012 £	2011 £
	Accelerated capital allowances	_	(5,785)	(13,614)
16.	SHARE CAPITAL			
			2012 £	2011 £
	Allotted, called up and fully paid 1,876 Ordinary Shares shares of £1 each		1,876	1,876
17.	RESERVES			
17.	nesenves	Comital		
		Capital redempt'n reserve £		Profit and loss account
	At 1 April 2011 Profit for the year	1,876	657,972	1,004,662 460,615
	Transfer between Revaluation reserve and P/L account Transfer between Revaluation reserve and P/L account		(9,548) -	9,548
	At 31 March 2012	1,876	648,424	1,474,825
18	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS'	FUNDS		
	•		2012 £	2011 £
	Opening shareholders' funds Profit for the year		1,666,386 460,615	1,237,704 428,682
	Closing shareholders' funds		2,127,001	1,666,386

	NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012		
19.	NET CASH FLOW FROM OPERATING ACTIVITIES		
		2012 £	2011 £
	Operating profit Depreciation of tangible fixed assets Loss/(profit) on disposal of tangible fixed assets Decrease in stocks Increase in debtors Decrease in creditors	622,125 34,483 21,898 43,545 (102,888) (41,416)	624,450 61,782 (107) 140,957 (45,274) (500,097)
	Net cash inflow from operating activities	577,747	281,711
20.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH F	LOW STATEMENT	
		2012 £	2011 £
	Returns on investments and servicing of finance		
	Interest received Interest paid	3,271 (16,133)	2,989 (46,771)
	Net cash outflow from returns on investments and servicing of finance	(12,862)	(43,782)
		2012	2011
		£	£
	Capital expenditure and financial investment		
	Purchase of tangible fixed assets Sale of tangible fixed assets	(1,918) 4,501	(7,391) 600
	Net cash inflow/(outflow) from capital expenditure	2,583	(6, 791)
		2012 £	2011 £
	Financing		
	New secured loans Repayment of loans	- (175,000)	29,021 -
	Net cash (outflow)/inflow from financing	(175,000)	29,021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

21. ANALYSIS OF CHANGES IN NET DEBT

	1 Aprıl 2011	Cash flow	Other non-cash changes	31 March 2012
	£	£	3	£
Cash at bank and in hand	446,513	235,759	-	682,272
Debt:				
Debts due within one year Debts falling due after more than	(175,000)	175,000	(175,000)	(175,000)
one year	(700,000)	-	175,000	(525,000)
Net debt	(428,487)	410,759	-	(17,728)

22. OPERATING LEASE COMMITMENTS

At 31 March 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land	Land and buildings	
	2012	2011	
	3	£	
Expiry date:			
Within 1 year	50,000	130,000	
	50,000	130,0	

23 RELATED PARTY TRANSACTIONS

Included in other creditors at the year end are amounts due to the Company's director, PJ Tobin of £4,531, (2011 - £283,130)