FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2008

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Company Information

Directors

DBR Swinstead (Deceased 15/06/08)

PJ Tobin

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

Smith & Williamson Chartered Accountants Prospect House 2 Athenaeum Road London

N20 9YU

Solicitors

Solomon Taylor & Shaw 3 Coach House Yard Hampstead High Street

London NW3 1QD

Bankers

Bank of Scotland 14/16 Cockspur Street

London SW1Y 5BL

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DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2008

The Director presents his report and the financial statements for the year ended 31 March 2008

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

David Swinstead, our much loved and respected founder of Marigold Health Foods Limited, passed away peacefully at the age of 90 on June 15th 2008

He founded Marigold at the age of 60 and worked with indomitable energy and enthusiasm to make it the success it is today. He was very much active in the day to day running of the company as the Financial Director till the end

He will be missed but we will continue to run the company in line with the high standard which he set

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.

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

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 Directors' current accounts. The Director 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 £893,805 (2007 - £882,411)

Interim dividends were paid as follows

	' A'	' B'
15 May 2007	£26 65245	£25 73614
15 August 2007	£26 65245	£25 73614
15 November 2007	£26 65245	£26 04944
25 January 2008	£26 65245	£26 67604
04 February 2008	£15 99147	£15 99147

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2008

The total distribution of dividends for the year has been £455,475 (2007 - £395,632) The Director does not recommend payment of a final dividend

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 charities. We also donate very substantial quantities of used office paper and packaging for recycling and purchase reconstituted paper for office use - similarly with printer 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 £4,530 (2007 - £5,919)

Auditors

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

Statement of Director's responsibilities

Company law requires the Director 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 Director is 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 Director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable him to ensure that the financial statements comply with the Companies Act 1985. 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.

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 14 August 2008 and signed on its behalf

P J Tobin Director

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

We have audited the accounts of Marigold Health Foods Limited for the year ended 31 March 2008 comprising the Balance Sheet, Profit and Loss Account, Note of Historical Cost Profits and Losses, Cash Flow Statement and related notes 1 to 22. 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 Director's 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 Director's 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 Director's remuneration and transactions with the company is not disclosed

We read the Director's 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 2008 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 Director's report is consistent with the accounts

Purtha Williams. **Chartered Accountants**

Registered Auditors

18° August 2008.

Prospect House 2 Athenaeum Road Whetstone London N20 9YU

BALANCE SHEET As at 31 March 2008

	Note	£	2008 £	£	2007 £
FIXED ASSETS Intangible fixed assets	2		14,105		14,105
Tangible fixed assets	3		1,740,167		1,469,188
			1,754,272		1,483,293
CURRENT ASSETS					
Stocks	4	710,534		628,309	
Debtors	5	1,909,316		1,847,228	
Cash at bank and in hand		1,392,127		1,883,278	
		4,011,977		4,358,815	
creditors amounts falling due within one year	6	(2,198,917)		(2,973,094)	
within one year	O	(2,100,011)		(2,070,007)	
NET CURRENT ASSETS			1,813,060		1,385,721
TOTAL ASSETS LESS CURRENT LIABILITIES			3,567,332		2,869,014
PROVISIONS FOR LIABILITIES					
AND CHARGES	7		(25,651)		(27,726)
NET ASSETS			3,541,681		2,841,288
CAPITAL AND RESERVES					
CAPITAL AND RESERVES					
Called up share capital	8		3,752		3,752
Revaluation Reserve	9		944,677		689,505
Retained Profit Reserve	9		2,593,252		2,148,031
MEMBERS' FUNDS	10		3,541,681		2,841,288

The financial statements were approved by the board on the statement sugned on its behalf

P J Tobin Director

PROFIT AND LOSS ACCOUNT For the year ended 31 March 2008

	Note	2008 £	2007 £
TURNOVER	1,11	18,270,750	17,018,099
Prime cost of sales		(14,651,813)	(13,757,872)
GROSS PROFIT		3,618,937	3,260,227
Delivery expenses		(299,648)	(213,003)
Administrative expenses		(2,181,315)	(1,865,876)
Other operating income		72,089	
OPERATING PROFIT	12	1,210,063	1,181,348
Interest receivable		77,349	81,115
Interest payable	16	(5,811)	(3,742)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,281,601	1,258,721
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	17	(387,796)	(376,310)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		893,805	882,411

All amounts relate to continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES For the year ended 31 March 2008

	2008	2007
	£	£
Profit for the financial year after taxation	893,805	882,411
Unrealised surplus on revaluation of leasehold property	262,063	-
Total gains and losses relating to the year	1,155,868	882,411

NOTE OF HISTORICAL COST PROFITS AND LOSSES For the year ended 31 March 2008

	·	
	2008	2007
	£	£
Reported profit on ordinary activities before taxation	1,281,601	1,258,721
Difference between a historical cost depreciation charge and actual depreciation charge for the year calculated on the revalued amount of the leasehold property	6,891	6,833
Historical cost profit on ordinary activities before taxation	1,288,492	1,265,554
Historical cost profit for the year retained after taxation	445,221	493,612

CASH FLOW STATEMENT For the year ended 31 March 2008

	2008		2007
	Note	£	£
Net cash inflow from operating activities (Page	e 8)	355,671	1,176,290
Returns on investments and servicing of finance	19	71,538	77,373
Taxation		(374,304)	(75,177)
Capital expenditure and financial investment	19	(88,581)	(55,704)
Equity dividends paid		(455,475)	(395,632)
Cash (outflow)/inflow before use of liquid resource and financing	es	(491,151)	727,150
Management of liquid resources		-	296,055
(Decrease)/increase in cash in the period		(491,151)	1,023,205

CASH FLOW STATEMENT INFORMATION For the year ended 31 March 2008

	Note	£	2008 £	200 £	7 £
RECONCILIATION OF OPERATING PROFIT TO NET CASH FROM OPERATING ACTIVITIES	INFLOW				
Operating profit Depreciation of tangible fixed assets Loss on disposal of tangible fixed assets Increase in debtors Increase in stocks Decrease in creditors			1,210,063 78,617 1,048 (62,088) (82,225) (789,744)		1,181,348 68,586 5,681 (20,338) (22,111) (36,876)
Net cash inflow from operating activities			355,671	:	1,176,290
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS	20				
(Decrease)/increase in cash in the period		(491,15	51)	1,023,205	
Cash inflow from decrease in liquid resources	<u>.</u>		, —	(296,055)
Change in net funds resulting from cash flows			(491,151)		727,150
Net funds at 1 April 2007			1,883,278		1,156,128
Net funds at 31 March 2008			1,392,127		1,883,278

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

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 Director's Report and all of which are continuing

12 Sales

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

1 3 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 buildings Trade Vehicles Fixtures & Equipment Over the term of the lease Straight line over 6 years

Straight line over estimated life at variable rate

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

15 Stocks

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

16 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 Director's, 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.

1.9 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 these financial statements at below their true market value.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

2 INTANGIBLE FIXED ASSETS

3

					£
	Cost At 1 April 2007				14,105
	At 31 March 2008				14,105
	Net Book Value At 31 March 2008				14,105
	At 31 March 2007				14,105
ı	TANGIBLE FIXED ASSETS				
		Long Term Leasehold Land & Buildings £	Trade Vehicles £	Fixtures & Equipment £	Total £
	Cost or valuation	4 000 440	070.000	400 700	4 700 400
	At 1 April 2007 Additions	1,280,143	276,289	169,700	1,726,132
	Disposals	11,710	46,600	30,271	88,581 (19,301)
	Revaluations	223,147	-	(19,301) -	223,147
	At 31 March 2008	1,515,000	322,889	180,670	2,018,559
	Depreciation				
	At 1 April 2007	25,757	132,150	99,037	256,944
	Charge for year	13,159	44,563	20,895	78,617
	On disposals	-	•	(18,253)	(18,253)
	Revaluations	(38,916)	•	-	(38,916)
	At 31 March 2008		176,713	101,679	278,392
	Net Book Value				
	At 31 March 2008	<u>1,515,000</u>	146,176	78,991	1,740,167
	At 31 March 2007	1,254,386	144,139	70,663	1,469,188

The Company's Leasehold Property was valued at 31 March 2008 by CB Richard Ellis Ltd on an open market value basis

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

	2008 £	2007 £
Cost Cumulative depreciation	617,992 (51,993)	606,282 (45,846)
Net book amount	565,999	560,436

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

4	STOCKS	2008 £	2007 £
	Sellable goods	710,534	628,309
5	DEBTORS	2008 £	2007 £
	Due within one year Trade debtors Other debtors Prepayments and accrued income	1,660,357 131,967 116,992 1,909,316	1,709,927 95,442 41,859 1,847,228
6	CREDITORS Amounts falling due within one year	2008 £	2007 £
	Trade creditors Corporation tax PAYE/NI liability Other creditors Accruals and deferred income	1,621,124 389,871 37,655 81,515 68,752 2,198,917	1,733,516 374,304 456,904 371,074 37,296 2,973,094
7	PROVISION FOR LIABILITIES AND CHARGES		
	Deferred Tax At 1 April 2007 Credit for the year	2008 £ 27,726 (2,075)	2007 £ 29,019 (1,293)
	At 31 March 2008	25,651	27,726

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

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

8	SHARE CAPITAL		
		2008 £	2007 £
	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 excepting that the Directors may declare a separate dividend in respect of each class of share

9 RESERVES

Retained Profit Carried Forward

	£	
Revaluation Reserve		
At 1 April 2007	689,505	
Surplus on Revaluation of Leasehold Property	262,063	
Transferred to Retained Profit Reserve	(6,891)	
At 31 March 2008	944,677	
At 31 March 2000		
Retained Profit Reserve	2008	2007
	2008 £	2007
Retained profit Brought Forward	2,148,031	1,654,419
Retained profit for the year	893,805	882,411
Transferred from Revaluation Reserve	6,891	6,833
Dividends	(455,475)	(395,632)

2,593,252

2,148,031

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

MEMBERS' FUNDS		
Reconciliation of movements on members' funds		
	2008	2007
	£	£
Profit for the year	893,805	882,411
Dividends	(455,475)	(395,632)
	438,330	486,779
Other recognised gains and losses during year	262,063	-
	700,393	486,779
Opening members' funds	2,841,288	2,354,509
Closing members' funds	3,541,681	2,841,288

11 SALES

13

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, toiletries and other animal-free products

12 OPERATING PROFIT

The operating profit is stated after charging		
	2008	2007
	£	£
Depreciation of tangible fixed assets		
- owned by the company	78,617	68,586
Audit fees	15,250	14,085
Non-audit services paid to a company associated to	•	•
the auditors	9,000	1,650
Operating lease rentals	3,333	.,
- other	199,968	74,237
Director's remuneration	4,525	4,368
STAFF COSTS		
Staff costs, including Director's remuneration, were as follows	1	
	2008	2007
	£	£
Salaries	1,379,479	1,207,820
Social security costs	135,576	221,982
Other pension costs	50,316	44,978
	1,565,371	1,474,780

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

	The average monthly number of employees, including the Directors, during the year was as follows			
		2008	2007	
	Average employees	59	52	
14	DIRECTOR'S REMUNERATION	2008 £	2007 £	
	Aggregate emoluments	4,525	4,368	
		4,525	4,368	
15	INTEREST RECEIVABLE	2008 £	2007 £	
	Bank interest Investment income Staff loans	74,991 - 2,358 - 77,349	53,900 25,497 1,718 ———— 81,115	
16	INTEREST PAYABLE	2008 £	2007 £	
	On Directors' accounts	5,811	3,742	

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

17	TAXATION		
••	TOTAL LIGHT	2008	2007
		£	£
	Current year taxation		
	UK Corporation Tax at 30% (2007 - 30%)	389,871	377,602
	Transfer from deferred taxation	(2,075)	(1,293)
		387,796	376,309
	Prior year		
	UK corporation tax	•	1
		387,796	376,310
	Factors officially the toy should for noticed		
	Factors affecting the tax charge for period	2008	2007
		£	£
	Profit on ordinary activities before tax	1,281,601	1,258,721
	Profit on ordinary activities multiplied by standard rate	384,480	377,616
	of corporation tax in the UK 30% (2007 30%)		
	Effects of		
	Expenses not deductible for tax purposes	9,774	4,772
	Depreciation charge in excess of capital allowances	243	1,502
	Marginal relief Other short term differences	(4,626)	(6,079) (209)
	Other Short term differences	-	(209)
			077.000
	Current tax Charge for period	<u>389,871</u>	377,602

The leasehold property is carried in the accounts at valuation. If this property was sold for the revalued amount it would be necessary to replace it with a similar property, and rollover relief on the gain would be available. Accordingly, no timing difference arises and therefore no provision has been made for deferred tax.

18	DIVIDENDS	2008 €	2007 £
	Ordinary - interim paid	455,475	395,632

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

19	ANALYSIS OF CASH FLOWS FO				
	NETTED IN THE CASH FLOW S	IAIEMENI		2008	2007
				£	£
	Returns on investments a	and servicing of f	inance		
	Interest received			77,349	81,115
	Interest paid			(5,811)	(3,742)
	Net cash inflow for return	s on investments	s and		
	servicing of finance			71,538	77,373
	ANALYSIS OF CASH FLOWS FO NETTED IN THE CASH FLOW ST				
	Carital avacaditus and E	· · · · · · · · · · · · · · · · · · ·			
	Capital expenditure and f Purchase of tangible fixed a		ent	(88,581)	(55,704)
	Fulcilase of taligible likeu a	155615		(00,301)	(33,704)
	Net cash outflow for capi	tal expenditure		(88,581)	(55,704)
					=======================================
	ANALYSIS OF CASH FLOWS FO				
	Management of liquid res				206.055
	Decrease in current asset in	nvestments		•	296,055
	Net cash inflow for manage	gement of liquid	resources	•	296,055
20	ANALYSIS OF NET DEBT				
		At 1 Aprıl 2007	Cash flow		At 31 March 2008
		£	£		£
	Net cash:				
	Cash at bank and in hand	1,883,278	(491,151)		1,392,127
	Debt:				
	Debt.	_	_		_
	Net debt	1,883,278	(491,151)		1,392,127
21 OTHER COMMITMENTS At 31 March 2008 the company had annual commitments under non-cancellable operat follows Land and built					
			rating leases as		
				2008 £	2007 £
	Expiry date:				
	In more than 5 years			21,000	<u>21,000</u>

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2008

22 TRANSACTIONS WITH DIRECTORS

Included in other creditors at the year end are amounts due to the company's directors, amount due to DBR Swinstead of £21,234 (2007 - £84,420) and amount due to PJ Tobin of £60,281 (2007 - £286,654)