COMPANY REGISTRATION NUMBER 00572008

RINGTONS LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 JUNE 2011

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors P N H Smith

S M Smith C J Smith J R Malton

Company Secretary P N H Smith

Registered office 10-22 Algemon Road

Heaton

Newcastle upon Tyne Tyne and Wear

NE6 2YN

Auditor UNW LLP

Citygate

St James' Boulevard Newcastle upon Tyne

NE1 4JE

Bankers Lloyds TSB Plc

Black Horse House 91 Sandyford Road Newcastle upon Tyne

NE99 1JW

Solicitors Muckle LLP

Time Central 32 Gallowgate Newcastle upon Tyne

NE1 4BF

THE DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2011

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 June 2011

COMPANY CONTROL AND OWNERSHIP

The company is a 100+ year old private, family owned and managed business

PRINCIPAL ACTIVITIES

The principal activities of the company comprise the following

- Sourcing, blending and packing of tea and infusions for its own brand and a variety of other customers
- Retailing of its tea brand and related products directly to households via sales vans, primarily throughout north and central England

BUSINESS REVIEW

Despite a lower profit figure than last year the directors were satisfied with the company's performance

FUTURE DEVELOPMENTS

Progress in the development of all aspects of the tea business and brand sales continues, however the directors remain cautious about future economic conditions

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £1,248,473 (2010 £1,785,992) Particulars of dividends paid are detailed in note 10 to the financial statements

KEY PERFORMANCE INDICATORS

The company's directors use a wide range of key performance indicators to monitor the business on a regular basis. The shareholders are well informed about performance of the business.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks affecting the company are considered to relate to commodity sourcing, production costs, selling prices and customer contracts.

FINANCIAL RISK MANAGEMENT

The directors consider the key financial risks to the business to be in relation to bad debts, fraud, payments, and cash management. The directors are satisfied that these risks are sufficiently managed and controlled

DIRECTORS

The directors who served the company during the year were as follows

P N H Smith

S M Smith

C J Smith

J R Malton

C W Moffett

Subsequent to the year end C W Moffett resigned as director on 27 September 2011

EMPLOYEES

The company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status and offers appropriate training and career development for disabled staff. If members of staff become disabled the company continues employment wherever possible and arranges retraining.

The company is also committed to providing employees with information on matters of concern to them on a regular basis, so that the views of employees can be taken into account when making decisions that are likely to affect their interests. In addition, the company encourages the involvement of employees by formally publicising important developments and promoting the common interests of the company and the staff by means of regular meetings and continuous individual contact.

THE DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 30 JUNE 2011

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law the directors have elected to prepare the consolidated financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the company and of the profit or loss of the company for that year. In preparing those consolidated 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 UK Accounting Standards have been followed, subject to any material departures
 disclosed and explained in the consolidated financial statements,
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are 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 them to ensure that the consolidated financial statements comply with the Companies Act 2006. 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 irregularities.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

AUDITOR

UNW LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office 10-22 Algernon Road Heaton Newcastle upon Tyne NE6 2YN Signed by order of the directors

Director

Approved by the directors on 15 November 2011

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF RINGTONS LIMITED

FOR THE YEAR ENDED 30 JUNE 2011

We have audited the financial statements of Ringtons Limited for the year ended 30 June 2011. 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 shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 June 2011 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 MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF RINGTONS LIMITED (continued)

FOR THE YEAR ENDED 30 JUNE 2011

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 directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Andrew Wilson BA FCA (Senior Statutory Auditor)

For and on behalf of

UNW LLP

Chartered Accountants & Statutory Auditor

Citygate St James' Boulevard Newcastle upon Tyne NE1 4JE

15 November 2011

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2011

	Note	2011 £	2010 £
TURNOVER	2	34,207,598	32,953,346
Cost of sales		(20,021,887)	(18,305,487)
GROSS PROFIT		14,185,711	14,647,859
Distribution costs Administrative expenses Other operating income	3	(9,787,188) (2,787,583) 93,620	(9,510,361) (2,795,227) 124,446
OPERATING PROFIT	4	1,704,560	2,466,717
Other provisions		31,416	115,946
		1,735,976	2,582,663
Interest receivable and similar income Interest payable and similar charges	7 8	38,757 (12,339)	75,275 (67,902)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,762,394	2,590,036
Tax on profit on ordinary activities	9	(513,921)	(804,044)
PROFIT FOR THE FINANCIAL YEAR		1,248,473	1,785,992

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 15 form part of these financial statements.

AS AT BALANCE SHEET

30 JUNE 2011

	Note	2011 £	2010 £
FIXED ASSETS			
Tangible assets Investments	11	7,349,213	6,864,517
investments	12	<u> </u>	
		7,349,214	6,864,518
CURRENT ASSETS		*****	
Stocks	13	5,764,082	4,280,943
Debtors	14	2,780,501	5,067,776
Cash at bank		1,156,493	2,435,672
		9,701,076	11,784,391
CREDITORS: Amounts falling due within one year	15	(5,795,881)	(4,361,821)
2		· ——	` <u> </u>
NET CURRENT ASSETS		3,905,195	7,422,570
TOTAL ASSETS LESS CURRENT LIABILITIES		11,254,409	14,287,088
CREDITORS: Amounts falling due after more than one year	16	-	(3,397,000)
PROVISIONS FOR LIABILITIES			
Deferred taxation	18	(146,091)	(143,199)
Other provisions	19	(77,820)	(109,236)
		11,030,498	10,637,653
CAPITAL AND RESERVES			
Called-up equity share capital	20	142,444	142,444
Other reserves	20 21	296,343	296.343
Profit and loss account	22	10,591,711	10,198,866
			
SHAREHOLDERS' FUNDS	23	11,030,498	10,637,653

These financial statements were approved by the directors and authorised for issue on 15 November 2011, and are signed on their behalf by

RN H SMITH Director

Company Registration Number 00572008

The notes on pages 8 to 15 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

1 ACCOUNTING POLICIES

Basis of accounting

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

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

Turnover

Turnover represents the following

Retail van sales - the value of sales of goods accepted by customers, excluding value added tax

Other customers - the value of sales of goods despatched to customers, excluding value added tax

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Freehold Property - 2% straight line Leasehold Property - 2% straight line

Plant & Machinery - 10% - 25% straight line
Fixtures & Fittings - 10% - 25% straight line
Motor Vehicles - 10% - 25% straight line
Equipment - 10% - 25% straight line

Stocks

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

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

1 ACCOUNTING POLICIES (continued)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Investments

Fixed asset investments in subsidiaries are shown at cost less any permanent diminution in value

Pensions

The company operates a defined contribution scheme where contributions are charged to the profit and loss account as they arise

2 TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company

An analysis of turnover is given below

		2011 £	2010 £
	United Kingdom	34,207,598	32,953,346
3	OTHER OPERATING INCOME		
		2011 £	2010
	Rent receivable	93,620	124,446
4	OPERATING PROFIT		
	Operating profit is stated after charging/(crediting)		
		2011 £	2010 £
	Depreciation of owned fixed assets	1,127,405	1,130,833
	Profit on disposal of fixed assets Auditor's remuneration as auditor	(94,848)	(31,149)
	Auditor's remuneration as auditor Auditor's remuneration for other services	11,000 7,000	10,500 3,000
	Operating lease costs	110,958	113,350
	Net loss/(profit) on foreign currency translation	14,664	(5,116)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

5.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the financial y	ear amounted to	
	Number of production staff Number of selling and distribution staff Number of administrative staff	2011 No 77 351 27 455	2010 No 71 347 25
	The aggregate payroll costs of the above were		
	Wages and salaries Social security costs Staff pension costs Other pension costs	2011 £ 8,354,143 737,679 361,748 16,000 9,469,570	2010 £ 8,385,196 765,131 363,021 12,800 9,526,148
6.	DIRECTORS' REMUNERATION		
	The directors' aggregate remuneration in respect of qualifying services were		
	:	2011 £	2010 £
	Aggregate remuneration Value of company pension contributions to money purchase schemes	292,285 16,000 308,285	757,233 12,800 770,033
	Remuneration of highest paid director	2011	2010
	Total remuneration (excluding pension contributions)	£ 122,741	£ 250,633
	The number of directors who accrued benefits under company pension scher	nes was as follow	rs
	Money purchase schemes	2011 No <u>1</u>	2010 No 1
7 .	INTEREST RECEIVABLE AND SIMILAR INCOME		
	Bank interest receivable Other similar income receivable	2011 £ 26,591 12,166 38,757	2010 £ 75,275 75,275

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

8	INTEREST PAYABLE AND SIMILAR CHARGES		
		2011	2010
	late set a contra a boot to a contra	£	££
	Interest payable on bank borrowing Interest on group loans	3,847 8,492	50,824 17,078
	3	12,339	67,902
			07,502
9	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2011	2010
		£	£
	Current tax		
	In respect of the year		
	UK Corporation tax based on the results for the year at 28% (2010 - 28%)	498,047	763,638
	Over/under provision in prior year	12,982	(36,465)
	Total current tax	511,029	727,173
	Deferred tax		
	Origination and reversal of timing differences (note 18)		
	Capital allowances	1,001	75,254
	Other	1,891	1,617
	Total deferred tax (note 18)	2,892	76,871
	Tax on profit on ordinary activities	513,921	804,044
	(b) Factors affecting current tax charge		
	The tax assessed on the profit on ordinary activities for the year is high corporation tax in the UK of 28% (2010 - 28%)	er than the sta	andard rate of
		2011	2010
	Profit on ordinary activities before taxation	£ 1,762,394	£ 2,590,036
	Front on ordinary activities before taxation	1,702,334	2,030,000
	Profit on ordinary activities by rate of tax	493,470	725,210
	Expenses not deductible for tax purposes	61,773	37,610
	Accelerated capital allowances and other short term timing differences	(12,242)	8,407
	Tax chargeable at lower rates	(9,030)	(00 405)
	Adjustments to tax charge in respect of previous periods Industrial buildings allowances	12,982 (3,254)	(36,465) (7,589)
	Group relief claimed without payment	(32,670)	(1,508)
	Total current tax (note 9(a))	511,029	727,173
	Total salisit was fricte ofall		

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

10.	DIVIDENDS						
	Equity dividends					2011 £	2010 £
	Paid during the year Equity dividends on o	rdınary shares				855,628	1,328,717
11.	TANGIBLE FIXED AS	SSETS					
		Freehold Property £	Leasehold Property £	Plant & Machinery £	Fixtures & Fittings £	Other Assets £	Total £
	COST At 1 Jul 2010 Additions Disposals	4,080,922 - -	784,544 - -	5,850,187 673,693 (38,475)	1,485,048 125,845 (35,549)	3,652,441 950,759 (1,511,658)	15,853,142 1,750,297 (1,585,682)
	At 30 Jun 2011	4,080,922	784,544	6,485,405	1,575,344	3,091,542	16,017,757
	DEPRECIATION At 1 Jul 2010 Charge for the year On disposals	1,338,561 74,762 –	81,572 15,678	4,073,186 340,896 (21,526)	1,126,683 123,084 (29,909)	2,368,623 572,985 (1,396,051)	8,988,625 1,127,405 (1,447,486)
j	At 30 Jun 2011	1,413,323	97,250	4,392,556	1,219,858	1,545,557	8,668,544
•	NET BOOK VALUE At 30 Jun 2011	2,667,599	687,294	2,092,849	355,486	1,545,985	7,349,213
	At 30 Jun 2010	2,742,361	702,972	1,777,001	358,365	1,283,818	6,864,517
12	INVESTMENTS						
						u	Associated ndertakings £
	COST At 1 July 2010 and 30	June 2011					1
	NET BOOK VALUE At 30 June 2011 and	30 June 2010)				_1

The company owns 100% of the issued share capital of The Perfectly Picked and Packed Company Limited, a company registered in England and Wales, which has remained dormant throughout the period

The directors do not consider the fair value of the investments to be less than their carrying value in the financial statements

Under the provision of section 400 of the Companies Act 2006 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity. The ultimate parent company, Ringtons Holdings Limited, prepares and delivers group accounts to Companies House which include this company and its subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

13.	STOCKS		
		2011	2010
		£	£
	Raw materials	3,673,820	2,544,810
	Finished goods	2,090,262	1,736,133
		5,764,082	4,280,943
		<u></u>	
14.	DEBTORS		
		2011	2010
		£	£
	Trade debtors	1,899,077	1,317,713
	Amounts owed by group undertakings	, , , <u>–</u>	3,132,535
	Other debtors	437,512	362,020
	Prepayments and accrued income	443,912	255,508
		2,780,501	5,067,776
	Amounts owed by group undertakings are unsecured and have receivable at 0 25% above Base Rate	no fixed date of repayme	ent Interest is
15	CREDITORS Amounts falling due within one year		
		2011	2010
		£	£
	Trade creditors	2,208,442	1,429,864
	Amounts owed to group undertakings	1,142,938	· · · -
	Corporation tax	283,077	775,345
	PAYE and social security	241,631	213,476
	Accruals and deferred income	1,919,793	1,943,136
		5,795,881	4,361,821

16.	CREDITORS: Amounts	falling due	after more	than one year
10.	CILDITORS. AIRIQUIIS	Tallilly uuc	aitei iiivie	ulali olie veal

	2011	2010
	£	£
Amounts owed to group undertakings	_	3,397,000

The amounts owed to group undertakings are unsecured and have no fixed date of repayment. Interest is payable at Base Rate

17 PENSIONS

The company's contributions are charged to the profit and loss account in the year in which they are payable. The cost of contributions to the scheme in the year amount to £377,748 (2010 £375,821). An amount of £48,781 (2010 £45,307) is due to the scheme at the year end

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

18.	DEFERRED TAXATION				
	The movement in the deferred taxation provision	on during the year	was		
				2011 £	2010 £
	Provision brought forward Profit and loss account movement arising duning	ng the year		143,199 2,892	66,328 76,871
	Provision carried forward			146,091	143,199
	The provision for deferred taxation consists of	the tax effect of tin	ning difference	s in respect of	
				2011 £	2010 £
	Excess of taxation allowances over depreciation Other timing differences	on on fixed assets		158,773 (12,682)	157,772 (14,573)
				146,091	143,199
19.	OTHER PROVISIONS				
				2011	2010
	Onerous lease provision Balance brought forward Movement for year			£ 109,236 (31,416)	£ 225,182 (115,946)
				77,820	109,236
20	SHARE CAPITAL				
	Authorised share capital:				
				2011	2010
	2,076,000 Ordinary shares of £1 each			2,076,000 	£ 2,076,000
	Allotted, called up and fully paid.				
		2011		2010	
	142,444 Ordinary shares of £1 each	No 142,444 —————————————————————————————————	£ 142,444	No 142, 444	£ 142,444
21.	OTHER RESERVES				
				2011	2010
	Capital redemption reserve			£ 296,343	£ 296,343

Closing shareholders' funds

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

22	PROFIT AND LOSS ACCOUNT		
		2011 £	2010 £
	Balance brought forward Profit for the financial year Equity dividends	10,198,866 1,248,473 (855,628)	9,741,591 1,785,992 (1,328,717)
	Balance carried forward	10,591,711	10,198,866
23.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2011 £	2010 £
	Profit for the financial year Equity dividends	1,248,473 (855,628)	1,785,992 (1,328,717)
	Net addition to shareholders' funds Opening shareholders' funds	392,845 10,637,653	457,275 10,180,378

24 ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The immediate and ultimate parent undertaking, and controlling party is Ringtons Holdings Limited, a company registered in the United Kingdom

11,030,498

10,637,653

Ringtons Holdings Limited is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 30 June 2011. The consolidated financial statements of Ringtons Holdings Limited are available from 10-22 Algernon Road, Heaton, Newcastle upon Tyne, NE6 2YN.

Transactions with other companies within the Ringtons Group which are eliminated on consolidation are not disclosed as the company has taken advantage of the exemption available under FRS 8 "Related Party Disclosures"