#### Company Registration No. 02466472 (England and Wales)

# R DELAMORE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2010



Saffery Champness
CHARTERED ACCOUNTANTS

#### **COMPANY INFORMATION**

**Directors** W M Eady

J Banton P Murray

Company number 02466472

Registered office Station Road

Wisbech St Mary

Wisbech

Cambridgeshire PE13 4RY

**Independent Auditors** Saffery Champness

Stuart House City Road Peterborough Cambridgeshire

PE1 1QF

Bankers The Royal Bank of Scotland

1st Floor

24/25 St Andrews Square

Edinburgh EH2 1AF

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#### DIRECTORS' REPORT FOR THE YEAR ENDED 30 NOVEMBER 2010

The directors present their report and financial statements for the year ended 30 November 2010

#### Principal activities and review of the business

The principal activity of the company continued to be that of the production and distribution of young plants

Since the MBO of the business in 2007, the business has invested in new personnel and systems to enable the company to implement a policy of strategic growth. Poor weather during the spring of 2010 impacted on the companys ability to take full advantage of this investment. The business has implemented systems, practices and policies to help alleviate the impact of the weather on the business and to better match the production to sales

The business has also sought to diversify its product offering and customer base in the last two years New crops and new customers are now showing strong growth

Given the straight forward nature of the business, the company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

#### Results and dividends

The results for the year are set out on page 5

Full details of the dividends paid and proposed are detailed in note 7 to the financial statements

#### **Future developments**

During 2011 the company has undertaken a strategic review of its resources and has implemented changes in staff to better match the requirements of the business to the skills required to deliver future growth

The directors are confident that the investment in new systems, changes in staffing and the development of new crops and customers will improve the performance of the business during 2011 and beyond

#### **Directors**

The following directors have held office since 1 December 2009

W M Eady

J Banton

P Murray

J Moldon

(Resigned 27 June 2011)

#### Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company

### DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 30 NOVEMBER 2010

#### Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have 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 directors must not approve the financial statements unless they are 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 directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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 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 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

#### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

#### Going concern

The company meets its day-to-day working capital requirements through a Multi Option Facility of £1 25m. This facility is renewed on an annual basis. The company has held initial discussions with its bankers about its future borrowing needs and no matters have been brought to its attention to suggest that renewal will not be forthcoming on acceptable terms. In addition to the Multi Option Facility the company also has access to additional working capital funds from its shareholders in order to allow it to meet its future growth plans. The company's forecasts and projections, taking into account future changes in trading performance, show the company should be able to operate within the levels of its current facilities. The directors have a reasonable expectation that the company has adequate resources to continue operations for the foreseeable future. Thus they continue to adopt the going concern basis of accounting when preparing the accounts.

On behalf of the board

W M Eady Director 8 July 2011

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF R DELAMORE LIMITED

We have audited the financial statements of R Delamore Limited for the year ended 30 November 2010 set out on pages 5 to 19 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 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 explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, 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 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

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 the directors, and the overall presentation of the financial statements.

#### 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 November 2010 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

# INDEPENDENT AUDITORS' REPORT (continued) TO THE MEMBERS OF R DELAMORE 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Jane Hill (Senior Statutory Auditor) for and on behalf of Saffery Champness

8 July 2011

Chartered Accountants Statutory Auditors

Stuart House City Road Peterborough Cambridgeshire PE1 1QF

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2010

	Notes	2010 £	2009 £
Turnover	2	8,232,499	8,046,283
Cost of sales		(6,352,830)	(5,429,987)
Gross profit		1,879,669	2,616,296
Distribution costs		(428,987)	(476,029)
Administrative expenses		(1,128,441)	(999,879)
Other operating income		11,566	4,241
Operating profit	3	333,807	1,144,629
Other interest receivable and similar			
income	4	7,617	6,428
Interest payable and similar charges	5	(2,753)	
Profit on ordinary activities before	e		
taxation		338,671	1,151,057
Tax on profit on ordinary activities	6	(103,052)	(304,834)
Profit for the year	16	235,619	846,223

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses in the year other than those passing through the profit and loss account

The notes on pages 8 to 19 form part of these financial statements

#### BALANCE SHEET AS AT 30 NOVEMBER 2010

		2	010	2009	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	8		264,962		313,131
Tangible assets	9		4,084,433		4,225,717
			4,349,395		4,538,848
Current assets					
Stocks	10	655,185		683,421	
Debtors	11	497,235		410,431	
		1,152,420		1,093,852	
Creditors. amounts falling due					
within one year	12	(1,154,465)		(585,894)	
Net current (liabilities)/assets			(2,045)		507,958
Total assets less current liabilities			4,347,350		5,046,806
Creditors: amounts falling due					
after more than one year	13		(1,180,663)		(1,606,394)
Provisions for liabilities	14		(388,240)		(468,544)
			2,778,447		2,971,868
Capital and reserves	15		100 000		100 000
Called up share capital	15		100,000		100,000
Share premium account	16		55,137		55,137 565,130
Other reserves	16		565,130		•
Profit and loss account	16		2,058,180		2,251,601
Shareholders' funds	17		2,778,447		2,971,868

The notes on pages 8 to 19 form part of these financial statements

Approved by the Board and authorised for issue on 8 July 2011

W M Eady

Director

Company Registration No. 02466472

#### CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2010

]	Notes	£	2010 £	£	2009 £
Net cash inflow from operating activities	22		566,077		1,572,813
Returns on investments and			,		, ,
servicing of finance					
Interest received		7,617		6,428	
Interest paid		(2,753)			
Net cash inflow for returns on					
investments and servicing of finance			4,864		6,428
Taxation			6,791		_
Luxation			0,771		
Capital expenditure					
Payments to acquire intangible assets		-		(3,755)	
Payments to acquire tangible assets		(106,248)		(105,978)	
Receipts from sales of tangible assets		21,900		2,000	
Net cash outflow for capital					
expenditure			(84,348)		(107,733)
Equity dividends paid			(429,040)		(1,778,078)
Net cash inflow/(outflow) before					
management of liquid resources					
and financing			64,344		(306,570)
Financing					
Repayment of other long term loans		(662,500)		(450,000)	
Capital element of hire purchase contracts		(20,905)		-	
Net cash outflow from financing			(683,405)		(450,000)
(Decrease)/increase in cash in the	23, 24				
year	23, 24		(619,061)		(756,570)
J			(017,001)		<del></del>

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2010

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

#### 12 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

#### 1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

#### 1.4 Goodwill

Acquired goodwill is capitalised and amortised on a straight-line basis over 20 years. Goodwill is the difference between the amounts paid on the acquisition of the business and the aggregate fair value of its separable net assets.

#### 1.5 Trademarks

Trademarks are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives. Trademarks are being written off over 5 years.

#### 1.6 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows.

Freehold land & buildings 5% - 12 5% on cost
Plant and machinery 10% - 25% on cost
Greenhouses 5% - 12 5% on cost
Motor vehicles 25% on cost

Freehold land is not depreciated

#### 1.7 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### 1.8 Stock

Stock is valued at the lower of cost and net realisable value

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 NOVEMBER 2010

#### 1 Accounting policies

(continued)

#### 1.9 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences 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 foreseeable future

#### 1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the minimum rate of the foreign exchange hedge. All differences are taken to profit and loss account.

#### 2 Turnover

The total turnover of the company for the year has been derived from its principal activity

#### Segmental analysis by geographical area

The analysis by geographical area of the company's turnover is set out below

		Turno	ver
		2010	2009
		£	£
	Geographical segment		
	United Kingdom	7,966,441	7,892,374
	Europe	266,058	153,909
		8,232,499	8,046,283
3	Operating profit	2010	2009
		£	£
	Operating profit is stated after charging		
	Amortisation of intangible assets	48,169	48,169
	Depreciation of tangible assets	326,253	312,804
	Auditors' remuneration (including expenses and benefits in kind)	11,000	11,000
	and after crediting		
	Profit on disposal of tangible assets	(9,400)	(542)

4	Investment income	2010 £	2009 £
	Bank interest Other interest	27 7,590	6,428
		7,617	6,428
5	Interest payable	2010 £	2009 £
	Hire purchase interest	2,753	-

6	Taxation	2010 £	2009 £
	Domestic current year tax		
	U K corporation tax	-	56,789
	Adjustment for prior years	(5,902)	-
	Payment in respect of group relief	189,258	213,068
	Current tax charge	183,356	269,857
	Deferred tax		
	Deferred tax charge/credit current year	(80,304)	34,977
		103,052	304,834
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	338,671	1,151,057
	Profit on ordinary activities before taxation multiplied by standard rate		
	of UK corporation tax of 27 82% (2009 - 24 17%)	94,218	278,210
	Effects of		
	Non deductible expenses	328	34
	Capital allowances in excess of depreciation	94,712	(46,404)
	Adjustments to previous periods	(5,902)	-
	Other tax adjustments	-	38,017
		89,138	(8,353)
	Current tax charge	183,356	269,857
7	Dividends	2010	2009
•		£	£
	Ordinary interim paid	429,040	1,778,078

8	Intangible fixed assets			
	<b>g</b>	Trademarks	Goodwill	Total
		£	£	£
	Cost			
	At 1 December 2009 & at 30 November 2010	3,755	931,870	935,625
	Amortisation		<del> </del>	
	At 1 December 2009	751	621,743	622,494
	2		•	
	Charge for the year	751	47,418	48,169
	At 30 November 2010	1,502	669,161	670,663
		·	<del></del>	<del> </del>
	Net book value			
	At 30 November 2010	2,253	262,709	264,962
	At 30 November 2009	3,004	310,127	313,131
	At 30 November 2007	3,004	510,127	=======================================

9	Tangible fixed assets					
	-	Freehold land & buildings		Greenhouses	Motor vehicles	Total
		£	£	£	£	£
	Cost					
	At 1 December 2009	627,594	963,686	4,317,921	243,454	6,152,655
	Additions	-	85,819	10,294	101,356	197,469
	Disposals				(120,203)	(120,203)
	At 30 November 2010	627,594	1,049,505	4,328,215	224,607	6,229,921
	Depreciation					
	At 1 December 2009	42,144	503,060	1,162,630	219,104	1,926,938
	On disposals	-	-	-	(107,703)	(107,703)
	Charge for the year	12,643	68,168	215,438	30,004	326,253
	At 30 November 2010	54,787	571,228	1,378,068	141,405	2,145,488
	Net book value					
	At 30 November 2010	572,807	478,277	2,950,147	83,202	4,084,433
	At 30 November 2009	585,450	460,626	3,155,291	24,350	4,225,717
	Included above are assets held under	finance leas	es or hire pur	chase contracts	as follows	<del></del>
						Motor vehicles £
	Net book values At 30 November 2010					80,240
	Depreciation charge for the year At 30 November 2010					21,116
	Included in cost of land and buildin depreciated	gs is freehol	d land of £3°	74,747 (2009 - :	£374,747) wh	nich is not
10	Stocks				2010 £	2009 £
	Finished goods and goods for resale			_	655,185	683,421

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 NOVEMBER 2010

11	Debtors	2010 £	2009 £
	Trade debtors	474,483	299,726
	Corporation tax	-	70,825
	Other debtors	2,258	17,449
	Prepayments and accrued income	20,494	22,431
		497,235	410,431
12	Creditors: amounts falling due within one year	2010 £	2009 £
	Bank overdraft	723,936	104,875
	Net obligations under hire purchase contracts	22,805	104,075
	Trade creditors	227,700	298,967
	Corporation tax	,	69,936
	Other taxes and social security costs	21,130	13,717
	Accruals and deferred income	158,894	98,399
		1,154,465	585,894

A guarantee has been provided to the company's bankers in respect of the total Multi-Option Overdraft Facility of £1 25m available to the company and it's parent company, Delamore Holdings Limited Security has been provided in respect of this guarantee by way of fixed and floating charges over the assets of the company and it's parent company, Delamore Holdings Limited First legal charge is held over certain freehold property

13	Creditors: amounts falling due after more than one year	2010 £	2009 £
	Amounts owed to parent undertaking Net obligations under hire purchase contracts	1,133,152 47,511	1,606,394
		1,180,663	1,606,394
	Analysis of loans	1 122 152	1 606 204
	Wholly repayable within five years	1,133,152	1,606,394
		1,133,152	1,606,394
	Net obligations under hire purchase contracts		
	Repayable within one year	22,805	-
	Repayable between one and five years	47,511	
		70,316	-
	Included in liabilities falling due within one year	(22,805)	
		47,511	-
14	Provisions for liabilities	Г	Deferred tax
			hability £
	Balance at 1 December 2009 Profit and loss account		468,544 (80,304)
	Balance at 30 November 2010		388,240
	The deferred tax liability is made up as follows:		
		2010 £	2009 £
	Accelerated capital allowances	388,240	468,544

15	Share capital			2010 £	2009 £
	Authorised			-	_
	90,000 Ordinary 'A' shares of 50p each			45,000	45,000
	110,000 Ordinary shares of 50p each			55,000	55,000
				100,000	100,000
	Allotted, called up and fully paid				
	90,000 Ordinary 'A' shares of 50p each			45,000	45,000
	110,000 Ordinary shares of 50p each			55,000	55,000
				100,000	100,000
16	Statement of movements on reserves				
			Share	Other	Profit and
			premium	reserves	loss
			account	(see below)	account
		Note	£	£	£
	Balance at 1 December 2009		55,137	565,130	2,251,601
	Profit for the financial year		-	-	235,619
	Dividends paid	7			(429,040)
	Balance at 30 November 2010		55,137	565,130	2,058,180
	Other reserves				<del></del>
	Non-distributable reserve				
	Balance at 1 December 2009 & at 30 Nov	ember 2010		565,130	
17	Reconciliation of movements in shareho	olders' funds		2010	2009
				£	£
	Profit for the financial year			235,619	846,223
	Dividends			(429,040)	(1,778,078)
	Net depletion in shareholders' funds			(193,421)	(931,855)
	Opening shareholders' funds			2,971,868	3,903,723
	Closing shareholders' funds			2,778,447	2,971,868

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 NOVEMBER 2010

#### 18 Contingent liabilities

The company has provided a guarantee to the financers of its parent company, Delamore Holdings Ltd, in respect of certain borrowings of that company Security has been provided in respect of this guarantee by way of fixed and floating charges The maximum potential liability at the year end amounted to £5,625,000 (2009 - £8,100,000)

#### 19 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was

2010 Number	2009 Number
55	60
7	9
5	4
67	73
2010	2009
£	£
1,271,707	1,169,909
110,445	107,367
1,382,152	1,277,276
	Number  55 7 5 67 2010 £ 1,271,707 110,445

#### 20 Control

R Delamore Limited is a 100% owned subsidiary of Delamore Holdings Limited, a company registered in Scotland Group consolidated accounts are prepared by Delamore Holdings Limited

The ultimate controlling party is Finby Ltd, a company registered in Jersey

#### 21 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

22	econciliation of operating profit to net cash inflow from operating				
				2010	2009
				£	£
	Operating profit			333,807	1,144,629
	Depreciation of tangible assets			326,253	312,804
	Amortisation of intangible assets			48,169	48,169
	Profit on disposal of tangible assets			(9,400)	(542)
	Decrease/(increase) in stocks			28,236	(94,064)
	(Increase)/decrease in debtors			(157,629)	100,713
	(Decrease)/Increase in creditors within	one year		(3,359)	61,104
	Net cash inflow from operating activ	vities		566,077	1,572,813
23	Analysis of net debt	1 December 2009	Cash flow	Other non- cash changes	30 November 2010
		£	£	£	£
	Net cash				
	Bank overdrafts	(104,875)	(619,061)		(723,936)
		(104,875)	(619,061)		(723,936)
	Debt				
	Finance leases	-	(70,316)	-	(70,316)
	Debts falling due after one year	(1,606,394)	662,500	(189,258)	(1,133,152)
		(1 (0( 204)	500 194	(189,258)	(1,203,468)
		(1,606,394)	592,184	(109,230)	(1,203,408)

Reconciliation of net cash flow to movement in net debt	2010	2009
	t.	£
Decrease in cash in the year	(619,061)	(756,570)
Cash outflow from decrease in debt and lease financing	592,184	449,389
Change in net debt resulting from cash flows	(26,877)	(307,181)
Non-cash movement	(189,258)	(212,457)
Movement in net debt in the year	(216,135)	(519,638)
Opening net debt	(1,711,269)	(1,191,631)
Closing net debt	(1,927,404)	(1,711,269)
	Decrease in cash in the year Cash outflow from decrease in debt and lease financing Change in net debt resulting from cash flows Non-cash movement  Movement in net debt in the year Opening net debt	Decrease in cash in the year (619,061) Cash outflow from decrease in debt and lease financing 592,184  Change in net debt resulting from cash flows (26,877) Non-cash movement (189,258)  Movement in net debt in the year (216,135) Opening net debt (1,711,269)