ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2003

FOR

R DELAMORE LIMITED



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COMPANY INFORMATION for the year ended 31 March 2003

DIRECTORS:

 $P\;J\;Wood$

D R Payne

SECRETARY:

M D Bliss

REGISTERED OFFICE:

Sutton Road Wisbech

Cambridgeshire PE13 5DR

REGISTERED NUMBER:

2466472 (England and Wales)

AUDITORS:

Hayes & Co

Chartered Accountants Registered Auditors 4 St.Andrews Place

Blackburn Lancashire BB1 8AL

REPORT OF THE DIRECTORS for the year ended 31 March 2003

The directors present their report with the financial statements of the company for the year ended 31 March 2003.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the production of cuttings and young plants.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The directors expect the company to remain profitable.

DIVIDENDS

Interim dividends per share were paid as follows:

Ordinary 'A' 50p shares Ordinary 50p shares 11.00p - 3

- 31 December 2002

11.00p

- 31 March 2003

The directors recommend that no final dividends be paid.

The total distribution of dividends for the year ended 31 March 2003 will be £22,000.

DIRECTORS

The directors during the year under review were:

P J Wood

D R Payne

The beneficial interests of the directors holding office on 31 March 2003 in the issued share capital of the company were as follows:

31.3.03

1.4.02

Ordinary 50p shares

P J Wood

100,200

100,200

CLOSE COMPANY STATUS

The company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

GROUP STATUS

The company considers that the group of companies that it heads, is exempt from preparing group accounts under Section 248 of the Companies Act 1985, as the group is a medium sized group.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

REPORT OF THE DIRECTORS for the year ended 31 March 2003

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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

AUDITORS

The auditors, Hayes & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

M D Bliss - Secretary

Date: 4th November 2003

REPORT OF THE INDEPENDENT AUDITORS TO R DELAMORE LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages five to nineteen, together with the full financial statements of the company for the year ended 31 March 2003 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages five to nineteen are properly prepared in accordance with that provision.

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Hayes & Co Chartered Accountants Registered Auditors 4 St.Andrews Place Blackburn Lancashire BB1 8AL

Date: 4th November 2003

ABBREVIATED PROFIT AND LOSS ACCOUNT for the year ended 31 March 2003

		200	3	200	2
	Notes	£	£	£	£
GROSS PROFIT			1,721,780		1,444,433
Distribution costs Administrative expenses		377,715 513,067		322,841 502,638	
			890,782		825,479
OPERATING PROFIT	3		830,998		618,954
Trading debt due from subsidiary company written off	4		327,686		
substituting company written ou	7				
			503,312		618,954
Interest receivable and					
similar income	5		43,865		63,328
			547,177		682,282
Interest payable and similar charges	6		11,851		9,077
Similar ontarges	O				
PROFIT ON ORDINARY ACTIVITI BEFORE TAXATION	ES		535,326		673,205
Tax on profit on ordinary activities	7		10.000		210.755
activities	,		19,000		219,755
PROFIT FOR THE FINANCIAL YEARTER TAXATION	AR		516,326		453,450
Dividends	8 .		22,000		231,069
			494,326		222,381
Retained profit brought forward			2,414,937		2,192,556
RETAINED PROFIT CARRIED FOR	RWARD		£2,909,263		£2,414,937

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

ABBREVIATED BALANCE SHEET 31 March 2003

		200	3	200	2
	Notes	£	£	£	£
FIXED ASSETS:					
Intangible assets	9		201,972		230,832
Tangible assets	10		992,019		804,370
Investments	11		691,759		238,904
			1,885,750		1,274,106
CURRENT ASSETS:					
Stocks	12	1,096,000		905,002	
Debtors	13	2,513,335		2,462,073	
		3,609,335		3,367,075	
CREDITORS: Amounts falling					
due within one year	14	2,354,187		2,054,400	
NET CURRENT ASSETS:			1,255,148		1,312,675
TOTAL ASSETS LESS CURRENT LIABILITIES:			3,140,898		2,586,781
CREDITORS: Amounts falling					
due after more than one year	15		76,498		16,707
			£3,064,400		£2,570,074
CAPITAL AND RESERVES:					
Called up share capital	18		100,000		100,000
Other reserves	19		55,137		55,137
Profit and loss account			2,909,263		2,414,937
SHAREHOLDERS' FUNDS:	21		£3,064,400		£2,570,074

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

ON BEHALF OF THE BOARD:

P J Wood - Director

Approved by the Board on 4th Donewson 2000 3.

CASH FLOW STATEMENT for the year ended 31 March 2003

		2003	3	2002	2
	Notes	£	£	£	£
Net cash inflow from operating activities	1		671,249		937,495
Returns on investments and servicing of finance	2		32,014		54,251
Taxation			(217,028)		(486,179)
Capital expenditure and financial investment	2		(928,688)		(394,457)
Equity dividends paid			(210,969)		(150,605)
			(653,422)		(39,495)
Financing	2		137,713		(20,485)
Decrease in cash in the period			£(<u>515,709</u>)		£(59,980)
Reconciliation of net cash flow to movement in net debt	3				
Decrease in cash in the period Cash inflow from increase in		(515,709)		(59,980)	
debt and lease financing		(87,587)		(45,208)	
Change in net debt resulting from cash flows			(603,296)		(105,188)
Movement in net debt in the period Net debt at 1 April			(603,296) (312,776)		(105,188) (207,588)
Net debt at 31 March			£(916,072)		£(312,776)

2.

Financing

from financing

Loans to subsidiary companies

Net cash inflow/(outflow)

NOTES TO THE CASH FLOW STATEMENT for the year ended 31 March 2003

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2003	2002
	£	£
Operating profit	830,998	618,954
Depreciation charges	361,508	318,458
Profit on sale of fixed assets	(44,464)	(19,267)
Increase in stocks	(190,998)	(100,285)
Increase in debtors	(188,975)	(215,739)
Increase in creditors	230,866	335,374
Exceptional items	(327,686)	
Net cash inflow		
from operating activities	<u>671,249</u>	937,495
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN	THE CASH FLOW STAT	EMENT
	2003 £	2002 £
	~	2
Returns on investments and		
servicing of finance		
Interest received	43,865	63,328
Interest paid	(7,801)	(9,077)
Interest element of hire purchase	(4.050)	
or finance lease rentals payments	<u>(4,050</u>)	
Net cash inflow		
for returns on investments and servicing of finance	<u>32,014</u>	<u>54,251</u>
Capital expenditure		
and financial investment Purchase of tangible fixed assets	(540,853)	(418,657)
Shares acquired on	(340,033)	(410,037)
loan conversion	(452,855)	_
Sale of tangible fixed assets	65,020	24,200
Net cash outflow		
for capital expenditure	<u>(928,688)</u>	<u>(394,457</u>)

137,713

137,713

(20,485)

(20,485)

NOTES TO THE CASH FLOW STATEMENT for the year ended 31 March 2003

3.	ANALYSIS OF CHANGES IN NET DEBT	At 1.4.02 £	Cash flow £	At 31.3.03 £
	Net cash: Cash at bank and in hand Bank overdrafts	(267,568) (267,568)	(515,709) (515,709)	<u>(783,277)</u> <u>(783,277)</u>
	Debt: Hire purchase or finance leases	(45,208) (45,208)		(132,795) (132,795)
	Total	(312,776)	(603,296)	<u>(916,072)</u>
	Analysed in Balance Sheet			
	Bank overdrafts Hire purchase or finance leases	(267,568)		(783,277)
	within one year after one year	(28,501) (16,707)		(56,297) (76,498)

(312,776)

(916,072)

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

In accordance with Section 248 of the Companies Act 1985, the group qualifies as a medium sized group and hence the company is exempt from the requirement to prepare group financial statements.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Goodwill

Purchased 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. It is being written off in equal instalments over its estimated economic life of 20 years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property

- 12.5% on cost

Plant and machinery

- 25% on cost

Greenhouses

- 12.5% on cost

Motor vehicles

- 25% on cost

Freehold land is not depreciated.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is based on purchase cost on a first-in, first-out basis, plus a reasonable proportion of propagation overheads based on normal levels of activity, where applicable. Net realisable value is based on estimated normal selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Investments

Fixed asset investments are shown at cost less provision for impairment.

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

2	STAFF	COSTS
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3.

STAFF COSTS	2003 £	2002 £
Wages and salaries	1,385,953	1,232,511
Social security costs	83,815	78,130
	1,469,768	1,310,641
The average monthly number of employees during the year was as follows:	2003	2002
Production Sales	82	75
Administration	1 7	1 _6
1 Magazina a a companya a company	<u> </u>	
	<u>90</u>	<u>82</u>
OPERATING PROFIT	·	
The operating profit is stated after charging/(crediting):		
	2003	2002
	£	£
Hire of plant and machinery	2,816	4,243
Depreciation - owned assets	274,054	272,356
Depreciation - assets on hire purchase contracts or finance leases	58,594	17,242
Profit on disposal of fixed assets	(44,464)	(19,267)
Goodwill written off	28,860	28,860
Auditors' remuneration	8,527	6,615
Operating lease - land	103,088	96,344
Operating lease - motor vehicle	2,996	
Directors' emoluments	120 216	102 125
Duectora emotinicina	128,316	123,135

Directors' emoluments, as stated above, include £10,140 paid as Fees in respect of director's services (2002: £8,325).

4. EXCEPTIONAL ITEMS

Exceptional items are shown on the profit and loss account in accordance with Financial Reporting Standard No. 3.

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

	•	•	
5.	INTEREST RECEIVABLE AND SIMILAR INCOME		
••		2003	2002
		£	£
	Deposit account interest	1,988	2,342
	Interest on subsidiary company	-7	_,
	loans	37,130	48,956
	Interest charged on overdue	2.,220	(0,750
	debtor accounts	4,682	12,030
	Wayleave	65	12,030
	wayloave		
		43,865	63,328
		45,605	05,528
6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2003	2002
		£	£
	Interest on late payment of		
	corporation tax	7,801	9,077
	Hire purchase	4,050	-
		11,851	_ 9,077
7.	TAXATION		
	Analysis of the tay shares		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:		
	The tax charge on the profit on ordinary activities for the year was as follows.	2003	2002
		£	£
	Current tax:	L	r
	UK corporation tax	19,000	217,232
	Adjustment in respect of prior	19,000	217,232
	years		2,523
	years	<u>——</u>	
	Total current tax	_19,000	219,755
	Total cultone tax		219,733
	Tax on profit on ordinary activities	19,000	219,755

UK corporation tax has been charged at 19% (2002 - 30%).

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

7. TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2003 £	2002 £
Profit on ordinary activities before tax	535,326	673,205
Profit on ordinary activities multiplied by the standard rate of corporation tax		
in the UK of 19% (2002 - 30%)	101,712	201,962
Effects of:		
Capital allowances for period in excess of depreciation	10,909	17,729
Expenses not deductible for tax purposes	353	64
Utilisation of group loss relief	(85,526)	-
Profit on disposal of assets	(8,448)	
Current tax charge	19,000	219,755

Deferred tax arises as an asset of £43,647 (2002: £47,036) and is not accounted for in the financial statements.

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	2003 £	2002 £
Equity shares: 90,000 Ordinary 'A' shares of 50p each	~	~
Interim paid of 11p per share (2002 - 15p per share) Final proposed of Nil p per share (2002-100.53p per share)	9,900	13,500 90,481
110,000 Ordinary shares of 50p each		
Interim paid of 11p per share (2002 - 15p per share) Final proposed of Nil p per share (2002-100.53p per share)	12,100	16,500 110,588
	22,000	231,069

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

9. INTANGIBLE FIXED ASSETS

						Goodwill
						C
	COST:					£
	At 1 April 2002					
	and 31 March 2003		•			560,500
	and 51 Waren 2005					500,500
	AMORTISATION:					
	At 1 April 2002					329,668
	Charge for year					28,860
				•		
	At 31 March 2003					358,528
	NET BOOK VALUE:					
	At 31 March 2003					201,972
	At 31 March 2002					230,832
10.	TANGIBLE FIXED ASSE					
		Freehold	Plant and		Motor	_
		property	machinery	Greenhouses	vehicles	Totals
		•	0	•	0	0
COS	r.	£	£	£	£	£
	L: April 2002	248,252	1,573,790	1,270,767	126,898	3,219,707
Addit		154,339	1,373,790	7,291	199,892	540,853
Dispo		154,559	(187,848)	7,291	(55,053)	(242,901)
Dispo	3413		(107,040)	-	(55,055)	(242,501)
At 31	March 2003	402,591	1,565,273	1,278,058	271,737	3,517,659
DEPI	RECIATION:					
At 1 A	April 2002	31,010	1,358,082	972,127	54,118	2,415,337
Charg	e for year	22,139	144,242	83,485	82,782	332,648
Elimi	nated on disposals	<u>-</u> _	(171,344)		(51,001)	(222,345)
						-
At 31	March 2003	53,149	1,330,980	_1,055,612	85,899	2,525,640
	BOOK VALUE:					
At 31	March 2003	<u>349,442</u>	<u>234,293</u>	222,446	185,838	992,019
At 31	March 2002	217,242	215,708	298,640	72,780	804,370
						

Included in land and buildings is freehold land valued at £170,677 (2002 - £170,677) which is not depreciated.

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

10. TANGIBLE FIXED ASSETS - continued

Fixed assets, included in the above, which are held under hire purchase contracts or finance leases are as follows:

			Motor vehicles
			£
	COST:		
	At 1 April 2002		68,965
	Additions		165,400
	Disposals		<u>(18,335</u>)
	At 31 March 2003		216,030
	DEPRECIATION:		
	At 1 April 2002		17,242
	Charge for year		58,594
	Eliminated on disposals		<u>(9,168)</u>
	At 31 March 2003		66,668
	NET BOOK VALUE:		
	At 31 March 2003		149,362
	At 31 March 2002		51,723
11.	FIXED ASSET INVESTMENTS		
			£
	COST:		222.224
	At 1 April 2002		238,904
	Additions		452,855
	At 31 March 2003		691,759
	NET BOOK VALUE:		
	At 31 March 2003		<u>691,759</u>
	At 31 March 2002		238,904
			230,704
		2003	2002
		£	£
	Unlisted investments	691,759	238,904
			

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

11. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of unlisted companies comprise the following:

Ornamental Plants Limited

Country of incorporation: England and Wales Nature of business: Flower plant producers.

Class of shares: holding
Ordinary shares 100.00

Delamore (Guernsey) Limited

Country of incorporation: Guernsey

Nature of business: Propagation of young plants

Class of shares: holding Ordinary shares 99.00

The company acquired 22,500 ordinary shares of £1.00 each, fully paid, in Ornamental Plants Limited, with beneficial ownership effective from 1 April 2002 for £10,000 payable in cash. The company therefore now owns the entire issued share capital of Ornamental Plants Limited.

On the 12 December 2002, the company also converted a loan account balance amounting to £437,500 to ordinary share capital in Ornamental Plants Limited.

The directors are fully aware of the difference between the carrying value of their investment in Ornamental Plants Limited and the shareholders funds of the subsidiary. The company will continue its support of the subsidiary and therefore does not consider the difference to be a permanent diminution in the value of the investment. The subsidiary has traded profitably since the year end.

12. STOCKS

 2003
 2002

 £
 £

 £
 £

 1,096,000
 905,002

There is no material difference between the balance sheet value of stocks and their replacement cost.

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

13.	DEBTORS	·	
		2003	2002
		£	£
	Amounts falling due within one year:		
	Trade debtors	1,955,690	1,509,021
	Prepayments	10,986	9,629
	Amounts owed by subsidiary	,	•
	companies	177,804	427,653
	•		
		2,144,480	1,946,303
	Amounts falling due after more than one year:		
	Amount owed by subsidiary		
	companies	368,855	515,770
	-		

Amounts owed by subsidiary companies represent a loan of £150,000 (2002: £120,000) to Ornamental Plants Limited which is repayable within 12 months, and a loan of £112 (2002: £367,500) repayable after 12 months. A loan of £368,855 (2002: £148,270) is repayable after 12 months by Delamore (Guernsey) Ltd. The remaining balances represent trading balances and interest on loans.

2,513,335

2,462,073

The subsidiary loan accounts bear interest at 2.5% p.a. above the base rate of National Westminster Bank plc.

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

Aggregate amounts

		2003	2002
		£	£
	Bank overdraft	783,277	267,568
	Trade creditors	1,209,332	1,005,515
	Hire purchase & finance leases	56,297	28,501
	Amount owed to subsidiary		
	company	1,498	14,241
	Dividend proposed	12,100	201,069
	Social security & other taxes	171,183	199,075
	Taxation	19,204	217,232
	Accrued expenses	101,296	121,199
		2,354,187	2,054,400
15.	CREDITORS: AMOUNTS FALLING		
	DUE AFTER MORE THAN ONE YEAR	2003	2002
	•	2003 £	2002 £
	Hire purchase & finance leases	76.498	16,707
	And parentage of distinct leader	70,470	10,707

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

16. OBLIGATIONS UNDER LEASING AGREEMENTS

The following payments are committed to be paid within one year:

Operating leases

	Land and buildings		Other	
	2003 £	2002 £	2003 £	2002 £
Expiring: Between one and five years In more than five years	110,304 	103,088	17,978 	-

17. SECURED DEBTS

The following secured debts are included within creditors:

	2003	2002
	£	£
Bank overdraft	<u>783,277</u>	267,568

The bank overdraft is secured by an unscheduled Mortgage Debenture incorporating a fixed and floating charge over all current and future assets of the company.

The company has given a guarantee of £100,000 in respect of Ornamental Plants Limited, a subsidiary company.

18. CALLED UP SHARE CAPITAL

Authorised,	allotted, issued and fully paid:			
Number:	Class:	Nominal	2003	2002
		value:	£	£
90,000	Ordinary 'A'	50p	45,000	45,000
110,000	Ordinary	50p	55,000	55,000
			100,000	100,000

NOTES TO THE ABBREVIATED ACCOUNTS for the year ended 31 March 2003

19.	OTHER RESERVES		
		2003	2002
		£	£
	Share premium account	55,137	55,137

20. CAPITAL COMMITMENTS

There were no capital commitments at the year end (2002 - £Nil).

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

IMOUNT CONTRACTOR CONT		
	2003	2002
	£	£
Profit for the financial year	516,326	453,450
Dividends	(22,000)	(231,069)
Net addition to shareholders' funds	494,326	222,381
Opening shareholders' funds	2,570,074	2,347,693
Closing shareholders' funds	3,064,400	2,570,074
Equity interests	3,064,400	2,570,074

22. ULTIMATE CONTROL

The company is under the ultimate control of the director, Mr P Wood, as a result of his majority shareholding.