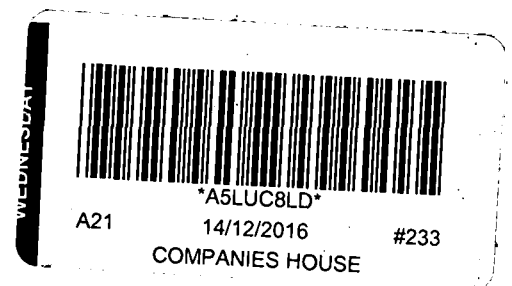


Middleton Garden Limited

Directors' report and financial statements

31 March 2016

Registered number 3080697



Contents

Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and the financial statements	3
Profit and loss account	6
Balance sheet	7
Notes	8

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2016.

Principal activities

The principal activity of the company is the non-charitable operations of The National Botanic Garden of Wales (limited by guarantee). These activities include the marketing and retailing of goods and services at The National Botanic Garden of Wales (limited by guarantee).

Review of the business

The results for the year are given in the profit and loss account on page 6.

Dividend

The directors do not recommend the payment of a dividend (2015: *£nil*).

Directors and directors' interests

The directors of the company during the year were as follows:

RH Jolliffe

JG Ellis

RM Plummer (left 31 March 2016)

HJ Francis (appointed 25 July 2016)

Disclosure of information to auditors

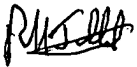
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' report (*continued*)

Auditors

A resolution for the re-appointment of Messrs Clay Shaw Butler, Carmarthen as auditors of the company is to be proposed at the Annual General Meeting.

By order of the board



RH Jolliffe
Director

Middleton Hall
Llanarthne
Carmarthenshire
SA32 8HG

Date.....8/12/16.....

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 judgments 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 financial statements; and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF MIDDLETON GARDEN LIMITED

We have audited the financial statements of Middleton Garden Limited for the year ended 31 March 2016 on pages 6 to 10. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 a Report of the Auditors 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 Statement of Director's Responsibilities set out on page 3, 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 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 31 March 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF MIDDLETON GARDEN LIMITED

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Report of the Directors.

Emphasis of matter – Going concern

In forming our opinion on the financial statements, which are not qualified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the group's and the company's ability to achieve its operating budget and continue as a going concern. The financial statements do not include the adjustments that would result if the group and the company were unable to continue as a going concern.



Mark Jones ACA (Senior Statutory Auditor)
for and on behalf of Clay Shaw Butler Limited
Statutory Auditors and Chartered Accountants
24 Lammas Street
Carmarthen
Carmarthenshire
SA31 3AL

Date: 8/12/2016

Profit and loss account
for the year ended 31 March 2016

	<i>Note</i>	2016 £'000	2015 £'000
Turnover	1	862	904
Cost of sales		(514)	(574)
		<hr/>	<hr/>
Gross profit		348	330
Administrative expenses		(264)	(244)
Charitable donation to parent organisation		(84)	(86)
		<hr/>	<hr/>
Profit on ordinary activities before taxation	2-3	-	-
Tax on profit on ordinary activities	4	-	-
		<hr/>	<hr/>
Profit for the financial year		-	-
Retained profit brought forward		-	-
		<hr/>	<hr/>
Retained profit carried forward		-	-
		<hr/>	<hr/>

Turnover and profit on ordinary activities before taxation relate entirely to continuing operations.

The above represents the total recognised gains and losses for both financial years.

Balance sheet as at 31 March 2016

	Note	2016 £'000	2015 £'000
Current assets			
Stock	5	108	85
Debtors – trade		5	18
		<hr/>	<hr/>
		113	103
Creditors: amounts falling due within one year	6	(113)	(103)
		<hr/>	<hr/>
Net current assets, being net assets		-	-
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	7	-	-
Profit and loss account		-	-
		<hr/>	<hr/>
Shareholders' funds – equity	8	-	-
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 8/12/16 and were signed on its behalf by:



RH Jolliffe
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

Under Financial Reporting Standard 102, the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

Going concern

The financial statements are prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

The company is dependent for its working capital on funds provided to it by the National Botanic Garden of Wales ("the Garden"), the company's ultimate parent. The Garden has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The Garden is supported by the Welsh Government and Carmarthenshire County Council ("CCC") who currently provide combined revenue support of £631,000 in the year to 31 March 2017. The Garden is currently engaged in a review of the funding agreement from April 2017 onwards. WG has indicated that the level of funding to be granted next year will be the same as that currently provided but is dependent upon final confirmation before the end of the current financial year and CCC has confirmed an intended settlement of £30,000 (£50,000 2016/17). The Trustees are of the view that this continued support will be sufficient to enable the Garden to continue to trade as a going concern.

The trustees are also aware of the liability of £1,350,000 owed to Carmarthenshire County Council ("CCC") which is secured on certain properties. The loan repayment date is March 2018 and CCC have indicated that they will give favourable consideration to this being extended as in the past.

The trustees have prepared projected group cash flow information for the period ending twelve months from the date of their approval of the financial statements of the National Botanic Garden of Wales. On the basis of this cash flow information, the trustees consider that the group will continue to operate within its overdraft facility and foresee no reason why existing facilities should not be sufficient.

Stock

Stocks are valued at the lower of cost and net realisable value.

Taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

Notes (continued)

Accounting policies (continued)

Turnover

Turnover represents amounts (excluding value added tax) derived from the provision of goods and services to customers. Turnover arises wholly within the United Kingdom.

2 Staff numbers and costs

All staff are employed by The National Botanic Garden of Wales (limited by guarantee), the holding company, and staff costs are recharged to Middleton Garden Limited.

3 Profit on ordinary activities before taxation

	2016 £'000	2015 £'000
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Directors' remuneration	-	-
Auditors' remuneration	-	-
	<u> </u>	<u> </u>

4 Taxation

	2016 £'000	2015 £'000
UK corporation tax on the profit for the year on ordinary activities	-	-
	<u> </u>	<u> </u>

5 Stocks

	2016 £'000	2015 £'000
Goods for re-sale	108	85
	<u> </u>	<u> </u>

6 Creditors: amounts falling due within one year

	2016 £'000	2015 £'000
Trade creditors	64	76
Amounts owed to parent undertaking	49	27
	<u> </u>	<u> </u>
	113	103
	<u> </u>	<u> </u>

Notes (continued)

7 Called up share capital

	2016 £	2015 £
<i>Authorised</i>		
1,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted and fully paid</i>		
1 ordinary share of £1 each	1	1
	<hr/>	<hr/>

8 Reconciliation of movement in shareholders' funds

	2016 £	2015 £
Profit for the financial year	-	-
Opening shareholders' funds	1	1
	<hr/>	<hr/>
Closing shareholders' funds	1	1
	<hr/>	<hr/>

Shareholders' funds are all attributable to equity shareholders.

9 Related party transactions

The exemption given under Financial Reporting Standard No 102 from the requirement to disclose transactions with related parties where 100% of the voting rights are controlled by the same group has been adopted.

10 Ultimate parent company

The company is a subsidiary undertaking of The National Botanic Garden of Wales, a company limited by guarantee, incorporated in England and Wales.

Copies of the financial statements of The National Botanic Garden of Wales (limited by guarantee) can be obtained from Llanarthne, Carmarthenshire, SA32 8HG.