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THE BRITISH INDIAN TEA COMPANY LIMITED

REPORT AND ACCOUNTS

2005



THE BRITISH INDIAN TEA COMPANY LIMITED

Incorporated 1863

SHARE CAPITAL

Authorised		Issued
20,000	In 5% cumulative preference shares of £5 each	16,500
180,000	In ordinary shares of £1 each	170,310
<u>£200,000</u>		<u>£186,810</u>

Directors P.A. LEGGATT, M.B.E. (Chairman)
A.K. MATHUR, F.C.A.
M.C. PERKINS, F.C.A.
M.D. CONWAY, F.C.I.S.

Secretary M.D. CONWAY, F.C.I.S.

Auditors MOORE STEPHENS LLP
ST. PAUL'S HOUSE,
WARWICK LANE,
LONDON EC4M 7BP

Registered Office LINTON PARK,
LINTON,
MAIDSTONE,
KENT ME17 4AB

Registered Number 6870

THE BRITISH INDIAN TEA COMPANY LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the one hundred and forty-third annual general meeting of The British Indian Tea Company Limited will be held at Linton Park, Linton, Maidstone, Kent ME17 4AB on Tuesday, 20th June 2006 at 9.40 a.m. for the following purposes:-

1. To receive and adopt the directors' report and statement of accounts for the year ended 31st December 2005;
2. To re-elect a director.

By Order of the Board

M.D. CONWAY

Secretary



Linton Park,
Linton,
Maidstone,
Kent, ME17 4AB

20th June 2006

A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him and such proxy need not be a member of the company.

THE BRITISH INDIAN TEA COMPANY LIMITED

REPORT OF THE DIRECTORS

The directors submit to the members their report together with the accounts for the year ended 31st December 2005.

ACCOUNTS	2005	2004
Profit on ordinary activities before taxation	<u>£7,748</u>	<u>£nil</u>
Profit on ordinary activities after taxation	<u>£7,748</u>	<u>£nil</u>
Dividend paid	<u>£(578)</u>	<u>£(7,578)</u>
Profit/(loss) for the year	<u>£7,170</u>	<u>£(7,578)</u>

ACTIVITIES

The principal activity of the company was that of an investment company. During the year, the company's beneficial interest in the 662,400 shares held in Stewart Holl (India) Limited was transferred to Lawrie Group Plc, a fellow group company, at net book value.

DIRECTORS

Board

The present board is shown on page one.

Mr. M.D. Conway retires by rotation and, being eligible, offers himself for re-election.

Shareholdings

Neither at the end of the year, nor at any time during the year, has any director held a beneficial interest in any shares of the company.

The interests of Mr. M.C. Perkins in shares of group companies are disclosed in the accounts of the holding company Camellia Plc.

AUDITORS

On 3rd October 2005, Moore Stephens, the company's auditor, transferred its entire business to Moore Stephens LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Moore Stephens as extending to Moore Stephens LLP with effect from 3rd October 2005.

By Order of the Board



M.D. CONWAY

Secretary

20th June 2006

THE BRITISH INDIAN TEA COMPANY LIMITED

INCOME STATEMENT for the year ended 31st December 2005

	Notes	2005 £	2004 £
Administration costs		(263)	-
Investment income from unlisted group company		<u>8,011</u>	<u>-</u>
Profit on ordinary activities before taxation	3	7,748	-
Taxation on ordinary activities	4	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation		7,748	-
Ordinary dividend paid		-	(7,000)
Preference dividend paid		<u>(578)</u>	<u>(578)</u>
Retained profit/(loss) for the year	7	<u>£ 7,170</u>	<u>£ (7,578)</u>

STATEMENT OF CHANGES IN EQUITY for the year ended 31st December 2005

	2005 £	2004 £
Profit for the year	7,748	-
Dividends paid	<u>(578)</u>	<u>(7,578)</u>
Retained profit/(loss) for the year	7,170	(7,578)
Currency translation differences on foreign currency net investments	<u>1,033</u>	<u>(181)</u>
Net movement in shareholders' funds	8,203	(7,759)
Opening shareholders' funds	<u>187,199</u>	<u>194,958</u>
Closing shareholders' funds	<u>£195,402</u>	<u>£187,199</u>

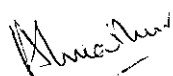
There are no recognised gains or losses other than those included in the above.

THE BRITISH INDIAN TEA COMPANY LIMITED

BALANCE SHEET as at 31st December 2005

	Notes	2005	2004
		£	£
FIXED ASSETS			
Investments	5	-	52,538
CURRENT ASSETS			
Debtors: Amounts due from group companies		195,402	142,239
CURRENT LIABILITIES			
Creditors: Amounts due to group companies		-	(7,578)
NET CURRENT ASSETS		<u>195,402</u>	<u>134,661</u>
NET ASSETS		<u>195,402</u>	<u>£187,199</u>
EQUITY CAPITAL AND RESERVES			
Called up share capital	6	170,310	170,310
Profit and loss account	7	<u>8,592</u>	<u>389</u>
		178,902	170,699
NON-EQUITY CAPITAL AND RESERVES			
Preference shares	6	<u>16,500</u>	<u>16,500</u>
		<u>£195,402</u>	<u>£187,199</u>

Approved on 20th June 2006 by the board of directors and signed on their behalf by:



A.K. MATHUR
Director

THE BRITISH INDIAN TEA COMPANY LIMITED

CASH FLOW STATEMENT for the year ended 31st December 2005

	Notes	2005 £	2004 £
CASH GENERATED FROM OPERATIONS			
Cash flows from operating activities	8	(7,433)	7,578
CASH GENERATED FROM INVESTING ACTIVITIES			
Dividends received from group company		8,011	-
Dividends paid to group company		(578)	(7,578)
Net (decrease)/increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of period		-	-
Cash and cash equivalents at end of period		£ -	£ -

THE BRITISH INDIAN TEA COMPANY LIMITED

NOTES TO THE ACCOUNTS

1. GENERAL INFORMATION

The British Indian Tea Company Limited is a company incorporated in the United Kingdom under the Companies Act 1985.

2. ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared on the historical cost basis and in accordance with International Financial Reporting Standards (IFRS) for the first time. Dividends of £8,011 previously recorded as income and a debtor in 2004, have on adoption of IFRS been accounted for in 2005 on a receipts basis. There are no other changes required concerning the transition from UK GAAP to IFRS. The financial statements have also been prepared in accordance with IFRSs adopted for use in the European Union and therefore comply with Article 4 of the EU IAS Regulation.

Fixed asset investments

Investment in the group company is held at cost, dividends resulting from this investment are accounted for on a receipts basis.

3. PROFIT ON ORDINARY ACTIVITIES

BEFORE TAXATION	2005 £	2004 £
The profit on ordinary activities before taxation is arrived at as follows:-		
Income from shares in group company	8,011	-
Auditors' remuneration	-	-
Directors' remuneration	-	-
	<u> </u>	<u> </u>

4. TAXATION

(a) Analysis of charge in period

U.K. Corporation Tax at 30% (2004: 30%)	2,324	-
Double tax relief	(2,324)	-
	<u>£ -</u>	<u>£ -</u>

(b) Factors affecting tax charge for period

The current year's taxation charge is arrived at as follows:

Profit on ordinary activities before tax	£ 7,748	£ -
Tax at the standard rate of corporation tax - 30% (2004: 30%)	(2,324)	-
Income not subject to current taxation	2,324	-
	<u>£ -</u>	<u>£ -</u>

THE BRITISH INDIAN TEA COMPANY LIMITED

NOTES TO THE ACCOUNTS (continued)

	2005 £	2004 £
5. FIXED ASSET INVESTMENT		
Stewart Holl (India) Limited - Incorporated in India		
Cost and net book value		
At 1 January	52,538	52,538
Transfer to group company	(52,538)	-
At 31 December	<u>£ -</u>	<u>£ 52,538</u>

During the year, the beneficial interest holding of 662,400 (2004 - 662,400) shares in Stewart Holl (India) Limited, a company incorporated and operating in India representing 13.80% of the issued share capital, was transferred to Lawrie Group Plc, a group company, at net book value.

	2005	2004
Dividends included in these accounts are:		
Dividends paid by Stewart Holl (India) Limited	<u>£ 8,011</u>	<u>£ -</u>

All dividends declared by Stewart Holl (India) Limited are subject to the approval of the Indian Government before remittance.

6. SHARE CAPITAL		
Authorised:		
4,000 5% cumulative preference shares of £5 each	20,000	20,000
180,000 ordinary shares of £1 each	<u>180,000</u>	<u>180,000</u>
	<u>£ 200,000</u>	<u>£ 200,000</u>
Allotted, called up and fully paid:		
3,300 5% cumulative preference shares of £5 each	16,500	16,500
170,310 ordinary shares of £1 each	<u>170,310</u>	<u>170,310</u>
	<u>£ 186,810</u>	<u>£ 186,810</u>

THE BRITISH INDIAN TEA COMPANY LIMITED

NOTES TO THE ACCOUNTS (continued)

	2005 £	2004 £
7. PROFIT AND LOSS ACCOUNT RESERVE		
Balance at 1st January	389	8,148
Exchange gain/(loss) arising on translation of net foreign currency investments	1,033	(181)
Profit/(loss) for the year	<u>7,170</u>	<u>(7,578)</u>
Balance at 31st December	<u>£ 8,592</u>	<u>£ 389</u>
8. RECONCILIATION OF PROFIT FROM OPERATIONS TO CASH FLOW		
(Loss)/profit from operations	(263)	-
Change in inter-company balances	<u>(7,170)</u>	<u>7,578</u>
Cash flow from operating activities	<u>£ (7,433)</u>	<u>£ 7,578</u>

9. PARENT COMPANY

The ultimate parent company at 31st December 2005 was Camellia Plc which is registered in England and Wales. The consolidated financial statements of Camellia Plc can be obtained from the Company's registered office at Linton Park, Linton, Maidstone, Kent, ME17 4AB.

10. CONTROL OF CAMELLIA PLC

Camellia Holding AG holds 1,426,000 ordinary shares of Camellia Plc (representing 50.17 per cent of the issued share capital). Camellia Holding AG is owned by Camellia Private Trust Company Ltd (a private trust company incorporated under the laws of Bermuda to act as trustee of the Camellia Foundation). The Camellia Foundation is a Bermudian Trust, the income of which is utilised for charitable, educational and humanitarian causes at the discretion of the Trustees.

THE BRITISH INDIAN TEA COMPANY LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by the Companies Act 1985 to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the financial year. The directors consider that in preparing the accounts, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates. In addition the directors confirm that the going concern basis is appropriate and all applicable accounting standards have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts comply with the Companies Act 1985. The directors also have responsibility for safeguarding the assets of the company and for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT
to the Shareholders of British Indian Tea Company Limited

We have audited the financial statements of British Indian Tea Company Limited for the year ended 31st December 2005 set out on pages four to nine. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page seven.

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 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 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 Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs).

Our responsibility is to audit the financial statements 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 financial statements 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 Directors' Report is not consistent with the financial statements, 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 information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' 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 financial statements. 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 financial statements 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 financial statements.

Opinion

In our opinion the financial statements

- give a true and fair view in accordance with IFRSs of the state of the company's affairs as at 31st December 2005 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

Mark Stephens
MOORE STEPHENS LLP

Chartered Accountants
and Registered Auditors

20th June 2006