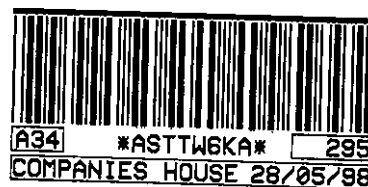


THE ENDOGRAM TEA COMPANY, LIMITED

REPORT AND ACCOUNTS

1997



THE ENDOGRAM TEA COMPANY, LIMITED

Incorporated 1880

SHARE CAPITAL

Authorised
£80,000

In shares of £1 each

Issued
£60,000

Directors H.K. FITZGERALD (Chairman)
 P.A. LEGGATT, M.B.E.

Secretary P.E. HILL, F.C.I.S.

Auditors MOORE STEPHENS
 ST. PAUL'S HOUSE,
 WARWICK LANE,
 LONDON EC4P 4BN

Bankers DUNCAN LAWRIE LIMITED

Registered Office WROTHAM PLACE,
 WROTHAM,
 SEVENOAKS,
 KENT TN15 7AE

Registered Number 14663C

THE ENDOGRAM TEA COMPANY, LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the one hundred and nineteenth annual general meeting of The Endogram Tea Company, Limited will be held at Wrotham Place, Wrotham, Sevenoaks, Kent TN15 7AE on Wednesday, 8th April 1998 at 4.45 p.m. for the following purposes:-

1. To receive and adopt the directors' report and statement of accounts for the year ended 31st December 1997
2. To declare a dividend
3. To re-appoint the auditors and authorise the directors to fix their remuneration.

By Order of the Board

P.E. HILL

Secretary

Wrotham Place,
Wrotham,
Sevenoaks,
Kent, TN15 7AE

8th April 1998

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 ENDOGRAM 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 1997.

ACCOUNTS	1997	1996
Profit on ordinary activities before taxation	<u>£57,092</u>	<u>£49,933</u>
Profit on ordinary activities after taxation	<u>£64,754</u>	<u>£42,385</u>
Dividend proposed	<u>£62,000</u>	<u>£42,000</u>
Retained profit for the year	<u>£2,754</u>	<u>£385</u>

REVIEW OF ACTIVITIES

The company operated as an investment holding company throughout 1997, with its main investment consisting of a shareholding in Koomber Tea Company Limited, a company incorporated in India.

DIRECTORS

Board

The present board is shown on page one.

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.

DIVIDENDS

The directors recommended the payment of a dividend amounting to £62,000 (1996 £42,000).

AUDITORS

Moore Stephens have expressed their willingness to continue as auditors of the Company and a resolution proposing their re-appointment and empowering the directors to fix their remuneration will be put before the annual general meeting.

By Order of the Board



P.E. HILL

Secretary

8th April 1998

THE ENDOGRAM TEA COMPANY, LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31st December 1997

	Notes	1997 £	1996 £
Profit on ordinary activities before taxation	3	57,092	49,933
Taxation on ordinary activities	4	<u>(7,662)</u>	<u>7,548</u>
Profit on ordinary activities after taxation		64,754	42,385
Dividend proposed		<u>62,000</u>	<u>42,000</u>
Retained profit for the year	8	<u><u>£2,754</u></u>	<u><u>£385</u></u>

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS for the year ended 31st December 1997

	1997 £	1996 £
Profit for the year	64,754	42,385
Dividend	<u>(62,000)</u>	<u>(42,000)</u>
Retained profit for the year	2,754	385
Currency translation differences on foreign currency net investments	<u>(27)</u>	<u>(68)</u>
Net movement in shareholders' funds	2,727	317
Opening shareholders' funds	<u>156,748</u>	<u>156,431</u>
Closing shareholders' funds	<u><u>£159,475</u></u>	<u><u>£156,748</u></u>

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

THE ENDOGRAM TEA COMPANY, LIMITED

BALANCE SHEET

as at 31st December 1997

	Notes	1997	1996
		£	£
FIXED ASSETS			
Investments	2	150,189	150,189
CURRENT ASSETS			
Debtors	5	72,161	49,404
CURRENT LIABILITIES			
Creditors: amounts falling due within one year	6	<u>62,875</u>	<u>42,845</u>
NET CURRENT ASSETS		9,286	6,559
NET ASSETS		<u>£159,475</u>	<u>£156,748</u>
EQUITY CAPITAL AND RESERVES			
Called up share capital	7	60,000	60,000
Profit and loss account	8	<u>99,475</u>	<u>96,748</u>
		<u>£159,475</u>	<u>£156,748</u>

Approved on 8th April 1998 by the board of directors
and signed on their behalf by:



P.A. LEGGATT
Director

THE ENDOGRAM TEA COMPANY, LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

a) Basis of Accounting

The accounts are prepared on the historical cost basis of accounting and are in accordance with applicable accounting standards.

b) Exchange Rates

The rate of exchange used in these accounts was Rs.64.51 = £1 (1996 Rs.61.31 = £1). Exchange differences arising from transactions are included in the Profit and Loss Account. Adjustments arising on translation of the net foreign currency investments are dealt with in the profit and loss reserve.

c) Group Company

Investment in the group company is stated at cost.

Dividends from the group company are accounted for on a receivable basis.

2. FIXED ASSET INVESTMENT

1997

1996

Cost

At 1st January 1997 and 31st December 1997

6,170 (1996 6,170) Rs.1,000 Ordinary shares
in Koomber tea Company Limited

£150,189

£150,189

On 14th January 1983 the Reserve Bank of India approved the scheme to transfer Endogram's Indian assets to Koomber Tea Company Limited with effect from close of business on 31st December 1981 placing a value of £81,159 on Endogram's 35.89% shareholding in Koomber. During 1985 Koomber Tea Company Limited issued a further 320 equity shares of Rs.1,000, of which 280 were taken up by Endogram, thus increasing its shareholding to 39.81%. On 12th February 1988 Koomber made a capitalization issue in the ratio of 1:1, thereby increasing Endogram's holding to 3,360 shares of Rs.1,000 each. During 1992 Koomber issued a further 4,263 equity shares of Rs.1,000, of which 2,810 were taken up by Endogram, thus increasing its shareholdings to 51.12%.

THE ENDOGRAM TEA COMPANY, LIMITED

NOTES TO THE ACCOUNTS (continued)

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	1997 £	1996 £
The profit on ordinary activities before taxation is arrived at as follows:-		

Income from Fixed Asset Investment		
Unlisted India	57,386	50,318
Interest received	3	2
Administrative expenses	(941)	(916)
Exchange gain	644	529
	<u> </u>	<u> </u>
Profit on ordinary activities before taxation	£57,092	£49,933
	<u> </u>	<u> </u>

Included in administrative expenses is the
following item:-

Remuneration of the auditors	£875	£845
	<u> </u>	<u> </u>

4. TAXATION

U.K. corporation tax 31.5% (1996 - 33%)	26,094	26,437
Tax deducted on Indian dividends	-	7,548
Prior years adjustment	(7,662)	-
	<u> </u>	<u> </u>
	18,432	33,985
Less double taxation relief	26,094	26,437
	<u> </u>	<u> </u>
	£(7,662)	£7,548
	<u> </u>	<u> </u>

5. DEBTORS

Amount due from group companies	14,254	6,086
Dividend receivable	57,386	42,770
Taxation recoverable on dividend	521	548
	<u> </u>	<u> </u>
	£72,161	£49,404
	<u> </u>	<u> </u>

6. CREDITORS – amounts falling due within one year

Dividends payable	62,000	42,000
Other creditors	875	845
	<u> </u>	<u> </u>
	£62,875	£42,845
	<u> </u>	<u> </u>

THE ENDOGRAM TEA COMPANY, LIMITED

NOTES TO THE ACCOUNTS (continued)

	1997 £	1996 £
7. SHARE CAPITAL		
Authorised:		
80,000 shares of £1 each	<u>£80,000</u>	<u>£80,000</u>
Allotted, called up and fully paid:		
60,000 shares of £1 each	<u>£60,000</u>	<u>£60,000</u>
8. PROFIT AND LOSS ACCOUNT RESERVE		
At 1 st January 1997	96,748	96,431
(Loss) on currency fluctuation	(27)	(68)
Retained profit for the year	2,754	385
As at 31 st December 1997	<u>£99,475</u>	<u>£96,748</u>

9. PARENT COMPANY

The parent company is Lawrie Group Plc and the ultimate parent company is Camellia Plc. Accounts of both companies are filed with the Registrar of Companies, Companies House, Crown Way, Cardiff CF4 3UZ.

THE ENDOGRAM TEA COMPANY, LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES AND AUDITORS' REPORT

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.

AUDITORS' REPORT

to the members of The Endogram Tea Company, Limited

We have audited the accounts on pages four to eight which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page six.

Respective responsibilities of directors and auditors

As described above, the directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

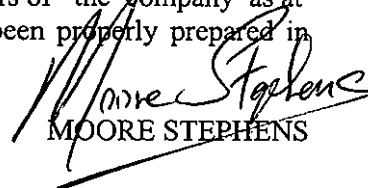
Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31st December 1997 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



MOORE STEPHENS

Chartered Accountants
and Registered Auditors

8th April 1998