

VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

REPORT AND ACCOUNTS

2003



VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

Incorporated 1925

SHARE CAPITAL

Authorised
£100,000

In shares of £1 each

Issued
£60,000

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

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

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

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

Registered Number 209118

VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the seventy-ninth annual general meeting of Vaghamon (Travancore) Tea Company Limited will be held at Linton Park, Linton, Maidstone, Kent ME17 4AB on Friday, 25th June 2004 at 11.15 a.m. for the following purposes:-

1. To receive and adopt the directors' report and statement of accounts for the year ended 31st December 2003
2. To re-elect a director
3. To re-appoint the auditors and authorise the directors to fix their remuneration.

By Order of the Board

M.D. CONWAY

Secretary

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

25th June 2004

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.

VAGHAMON (TRAVANCORE) 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 2003.

ACCOUNTS	2003	2002
Loss on ordinary activities before taxation	(639)	(366)
Taxation credit	192	-
	<u> </u>	<u> </u>
Loss on ordinary activities after taxation	<u>£(447)</u>	<u>£(366)</u>

ACTIVITIES

The company did not trade during the year and it is not expected to trade during the forthcoming year but will continue to try to settle its affairs in India.

DIRECTORS

Board

The present board is shown on page one.

Mr. P.A. Leggatt 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 the directors in shares of group companies are disclosed in the accounts of the parent company, Camellia Plc.

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

M.D. CONWAY

Secretary



25th June 2004

VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31st December 2003

	Notes	2003 £	2002 £
Loss on ordinary activities before taxation	2	(639)	(366)
Taxation on loss on ordinary activities	3	<u>192</u>	<u>-</u>
Loss on ordinary activities after taxation		<u>£ (447)</u>	<u>£ (366)</u>

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS for the year ended 31st December 2003

	2003 £	2002 £
Loss for the year	(447)	(366)
Currency translation differences on foreign currency net investments	<u>62</u>	<u>78</u>
Net deficit to shareholders' funds	(385)	(288)
Opening shareholders' funds	<u>(46,071)</u>	<u>(45,783)</u>
Closing shareholders' funds	<u>£ (46,456)</u>	<u>£ (46,071)</u>

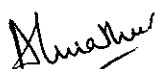
There are no recognised gains or losses other than those included in the above.

VAGHAMON (TRAVANCORE)TEA COMPANY LIMITED

BALANCE SHEET as at 31st December 2003

	Notes	2003 £	2002 £
CURRENT ASSETS			
Cash at Bank		893	1,621
CURRENT LIABILITIES			
Creditors: amounts falling due within one year	4	<u>47,349</u>	<u>47,692</u>
NET LIABILITIES		<u>£ (46,456)</u>	<u>£ (46,071)</u>
EQUITY CAPITAL AND RESERVES			
Called up share capital	5	60,000	60,000
Adverse balance on profit and loss account	6	<u>(106,456)</u>	<u>(106,071)</u>
		<u>£ (46,456)</u>	<u>£ (46,071)</u>

Approved on 25th June 2004 by the board of
directors and signed on their behalf by:



A.K. MATHUR
Director

VAGHAMON (TRAVANCORE) 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) Rate of Exchange

The rate of exchange used in these accounts was Rs.81.68 = £1 (2002 Rs.77.19 = £1). Exchange differences to 31st December 2003 have been credited to the deficit on the profit and loss account brought forward.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

	2003 £	2002 £
The loss on ordinary activities before taxation is arrived at as follows:-		
Administration Expenses	<u>£ (639)</u>	<u>£ (366)</u>

3. TAXATION CREDIT

(a) UK Corporation tax

Group relief receivable	<u>£ 192</u>	<u>£Nil</u>
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(b) Factors affecting tax credit for period

Tax losses recorded are surrendered to fellow subsidiaries at the standard rate of taxation of 30%. The current year's taxation (credit) is arrived at as follows:

Loss on ordinary activities before tax	<u>£ (639)</u>	<u>£ (366)</u>
Tax at the standard rate of corporation tax	192	110
Expenses not deductible for tax purposes	<u>-</u>	<u>(110)</u>
	<u>£ 192</u>	<u>£ -</u>

4. CREDITORS: Amounts falling due within one year

Amount due to holding company	44,743	44,935
Other creditors	<u>2,606</u>	<u>2,757</u>
	<u>£ 47,349</u>	<u>£ 47,692</u>

The company's holding company Assam-Dooars Holdings Limited has undertaken to provide financial support to the company for the foreseeable future.

VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

NOTES TO THE ACCOUNTS (continued)

	2003 £	2002 £
5. SHARE CAPITAL		
Authorised:		
Shares of £1 each	<u>£ 100,000</u>	<u>£ 100,000</u>
Allotted, called up and fully paid:		
Shares of £1 each	<u>£ 60,000</u>	<u>£ 60,000</u>
6. PROFIT AND LOSS ACCOUNT RESERVE		
Balance at 1st January	(106,071)	(105,783)
Currency fluctuation	62	78
Loss for the year	<u>(447)</u>	<u>(366)</u>
Balance as at 31st December	<u>£ (106,456)</u>	<u>£ (106,071)</u>

7. PARENT COMPANY

The parent company at 31st December 2003 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.

8. CONTROL OF CAMELLIA PLC

Camellia Holding AG held 1,421,000 ordinary shares of Camellia Plc (representing 54.75 per cent of the issued share capital). Camellia Holding AG is owned by Camellia Private Trust Company Ltd. (a corporate trustee incorporated in Bermuda to hold on trust the investments of the Camellia Foundation). The Camellia Foundation is a Bermudan Trust, associated with Mr. Gordon Fox, whose income is utilised for charitable, educational and humanitarian causes at the discretion of the Trustees.

VAGHAMON (TRAVANCORE) 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.

VAGHAMON (TRAVANCORE) TEA COMPANY LIMITED

INDEPENDENT AUDITORS' REPORT

to the shareholders of Vaghamon (Travancore) Tea Company Limited

We have audited the financial statements of Vaghamon (Travancore) Tea Company Limited for the year ended 31st December 2003 set out on pages four to seven. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page six.

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 United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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.

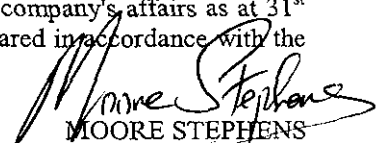
Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practises 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 of the state of the company's affairs as at 31st December 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



MOORE STEPHENS

Chartered Accountants
and Registered Auditors

25th June 2004