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Company Registration No. 3999162

Mixed Spice Limited

Report and Financial Statements

31 August 2004

Deloitte & Touche LLP
London



Mixed Spice Limited

Report and financial statements 2004

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Mixed Spice Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 August 2004.

Principal activity

The principal activity of the company is that of an investment company.

Business review and future prospects

The company sold 40% of its principal investment during the year and intends to dispose of the remaining 60% should the opportunity arise.

Results and dividends

The audited accounts for the year ended 31 August 2004 are set out on pages 4 to 9. The profit for the year, after taxation was US\$219,650 (2003 - US\$20,184).

The directors do not recommend the payment of a dividend (2003: US\$ nil).

Directors

The directors who served throughout the year were as follows:

A Ward
R Gower
R Ryan

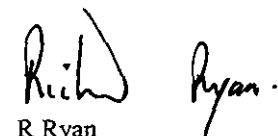
The directors who held office at 31 August 2004 had no interests in the shares or contracts of the company. The directors' interests in the shares of the company's ultimate parent company, Armajaro Holdings Limited, are disclosed in its accounts. The directors have no interests in any other group company.

Auditors

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them as the company's auditors will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

16 Charles Street
London
W1J 5DS



R Ryan
Director

21st October 2004

Mixed Spice Limited

Statement of directors' responsibilities

United Kingdom 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 as at the end of the financial year 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;
- state whether applicable accounting standards have been followed; 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 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of Mixed Spice Limited

We have audited the financial statements of Mixed Spice Limited for the year ended 31 August 2004 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

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 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 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 United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above period and consider the implications for our report if we become aware of any apparent misstatements.

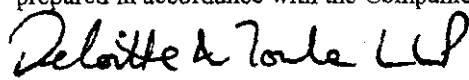
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 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 31 August 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
London

21st October 2004

Mixed Spice Limited

Profit and loss account

For the year ended 31 August 2004

	Note	2004 US\$	2003 US\$
Income from fixed asset investments	2	37,578	28,087
Profit on sale of fixed asset investment		272,229	-
Other operating income	3	3,729	662
Profit on ordinary activities before taxation		313,536	28,749
Tax on profit on ordinary activities	5	(93,886)	(8,565)
Profit on ordinary activities after taxation and retained for the period	10	219,650	20,184
Retained profit brought forward		23,300	3,116
Retained profit carried forward		242,950	23,300

All operations of the company continued throughout both years and no operations were acquired or discontinued.

There were no recognised gains or losses other than those shown in the profit and loss account above.

The accompanying notes are an integral part of this profit and loss account.

Mixed Spice Limited

Balance sheet 31 August 2004

	Note	2004 US\$	2003 US\$
Fixed assets			
Investments	6	18,006	44,699
Current assets			
Debtors	7	53,093	-
Cash at bank and in hand		1,009,723	899,021
Creditors: amounts falling due within one year	8	1,062,816 (837,870)	899,021 (920,418)
Net current assets/ (liabilities)		224,946	(21,397)
Total assets less current liabilities		242,952	23,302
Capital and reserves			
Called up share capital	9	2	2
Profit and loss account		242,950	23,300
Equity shareholders' funds	10	242,952	23,302

The accompanying notes are an integral part of this balance sheet.

These financial statements were approved by the Board of Directors on 21st October 2004.

Signed on behalf of the Board of Directors on 21st October 2004.



A Ward

Director

Mixed Spice Limited

Notes to the accounts

Year ended 31 August 2004

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below.

Basis of accounting

The accounts have been prepared under the historical cost convention.

The Company is exempt from preparing consolidated accounts therefore these financial statements only include information regarding the individual entity. The results of the Company and its subsidiary are included within the consolidated financial statements of Armajaro Holdings Limited, its parent company.

Investments

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

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax at a future date, at rates expected to apply when they crystallise based on tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

2. Income from fixed asset investments

	2004 US\$	2003 US\$
Interest on bank deposits	<u>37,578</u>	<u>28,087</u>

3. Other operating income

	2004 US\$	2003 US\$
Bank charges refunded	3,635	2,622
Foreign exchange gain/(loss)	121	(1,528)
Bank interest payable	-	(432)
Other	(27)	-
	<u>3,729</u>	<u>662</u>

The auditors' remuneration is paid by the parent company, Armajaro Holdings Limited, in both the current and prior years.

Mixed Spice Limited

Notes to the accounts

Year ended 31 August 2004

4. Staff costs

The company had no employees during the current and prior years as all staff involved in the company's activities are employed by fellow group undertakings, no recharge in respect of such costs was made during the year (2003: \$nil). All of the company's directors are also directors of Armajaro Holdings Limited, the company that pays all of the directors' emoluments for the entire group. These emoluments are disclosed in the financial statements of Armajaro Holdings Limited.

5. Tax on profit on ordinary activities

	2004 US\$	2003 US\$
UK Corporation tax at 30%	93,886	8,565
<i>Factors affecting the tax charge</i>		
Profit on ordinary activities before tax	313,536	28,749
Tax at 30% thereon:	(94,061)	(8,625)
Prior year adjustment	175	60
Current tax charge for the year	(93,886)	(8,565)

6. Investments

The following are included in the net book value of fixed asset investments:

	2004 US\$'000	2002 US\$'000
Investments in subsidiary undertakings	128	-
Other investments	17,878	44,699
	18,006	44,699

Subsidiary undertakings

	Principal activity	Country of incorporation	Holding
Spices Galore Limited	Investment Company	Great Britain	70%

	2004 US\$	2003 US\$
Cost and net book value		
Balance at beginning of year	44,699	44,699
Additions	128	-
Disposals	(26,821)	-
Balance at end of year	18,006	44,699

All investments are in unlisted companies.

Mixed Spice Limited

Notes to the accounts Year ended 31 August 2004

7. Debtors

The following amounts are included in debtors falling due within one year:

	2004 US\$	2003 US\$
Amounts owed by other group undertakings	50,000	-
Accrued interest	3,093	-
	<u>53,093</u>	<u>-</u>

8. Creditors: amounts falling due within one year

The following amounts are included in creditors falling due within one year:

	2004 US\$	2003 US\$
Amounts owed to other group undertakings	743,809	911,793
Corporation tax	94,061	8,625
	<u>837,870</u>	<u>920,418</u>

9. Called up share capital

	2004 US\$	2003 US\$
Authorised		
1,000 ordinary shares of £1 each	<u>1,470</u>	<u>1,470</u>
Allotted, called up and fully paid		
1 ordinary share of £1	<u>2</u>	<u>2</u>

10. Reconciliation of movements in equity shareholders' funds

	2004 US\$	2003 US\$
Opening equity shareholders' funds	23,302	3,118
Profit for the year	<u>219,650</u>	<u>20,184</u>
Closing equity shareholders' funds	<u>242,952</u>	<u>23,302</u>

11. Cash flow information

The company has not prepared a cash flow statement as it has taken advantage of the exemption available in Financial Reporting Standard No. 1 (Revised 1996): Cash Flow Statements. The company is a 100% owned subsidiary of Armajaro Holdings Limited, a company which prepares consolidated accounts including a cash flow statement incorporating the results of Mixed Spice Limited. The accounts of Armajaro Holdings Limited are available to the public.

Mixed Spice Limited

Notes to the accounts

Year ended 31 August 2004

12. Related parties

The company has taken advantage of an exemption in Financial Reporting Standard No. 8: Related Party Disclosures. Under this exemption, the company is not required to disclose transactions or balances with other Armajaro group companies because it is a wholly owned subsidiary of Armajaro Holdings Limited whose financial statements are publicly available. There are no other related party transactions requiring disclosure.

13. Ultimate parent company

The ultimate parent company is Armajaro Holdings Limited, incorporated in Great Britain. This is the smallest and largest group in which the results of the company are consolidated. Copies of the Armajaro Holdings Limited financial statements are available from 16 Charles Street, London W1J 5DS.