

**DELAMARE ONE LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED**  
**26 FEBRUARY 2011**  
**Registered Number**  
**4015680**

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COMPANIES HOUSE

**DELAMARE ONE LIMITED**

**BALANCE SHEET AS AT 26 FEBRUARY 2011**

	Note	2011 £'000	2010 £'000
<b>CURRENT ASSETS</b>			
Debtors - Amounts owed by group undertakings		2,997	2,997
<b>CURRENT LIABILITIES</b>			
Creditors - Amounts owed to group undertakings		(4,794)	(4,794)
<b>NET CURRENT ASSETS</b>		<b>(1,797)</b>	<b>(1,797)</b>

**CAPITAL AND RESERVES**

Called up share capital	3	18	18
Share premium		12,006	12,006
Profit and loss reserve		(13,821)	(13,821)
Reserves		-	-
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<b>(1,797)</b>	<b>(1,797)</b>


For the period ended 26 February 2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006

The Directors acknowledge their responsibility for

- a) Ensuring the company keeps accounting records which comply with section 386 of the Companies Act 2006
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial period in accordance with section 393, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company

Approved by the Board on 21 November 2011

  
J Lloyd  
Director  
Delamare One Limited  
Registered Number 4015680

The notes on page 3 form part of these financial statements

## DELAMARE ONE LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 FEBRUARY 2011

#### 1 PRINCIPAL ACCOUNTING POLICIES

The financial statements are prepared on the going concern basis in accordance with applicable accounting standards under the historical cost convention and in accordance with the Companies Act 2006. These have been applied consistently during the period.

The company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

#### 2 ACTIVITY AND DIRECTORS

During the year the company has not traded and consequently a profit and loss account has not been disclosed.

The directors received no emoluments for their services to the company (2011: £nil).

The company had no employees during the period (2011: None).

#### 3 CALLED UP SHARE CAPITAL

	2011	2010
	£'000	£'000
<b>Allotted, called up and fully paid</b>		
4,500,000 Ordinary A shares of £ 0.001 each	4,500	4,500
4,500,000 Ordinary B shares of £ 0.001 each	4,500	4,500
8,181,818 Ordinary C shares of £ 0.001 each	8,182	8,182
1,000,000 Convertible shares of £ 0.001 each	1,000	1,000
	<b>18,182</b>	<b>18,182</b>

The holders of convertible shares are not entitled to participate in any dividend or other distribution and do not hold the right to receive notice of, or attend and vote at any general meeting of the company. The holders of the convertible shares may elect to convert all of the convertible shares into an equal number of A shares conditional upon a relevant event as detailed in the Articles of Association of the company. Once converted these shares shall rank pari passu in all respects and form one class with the ordinary shares then in issue.

The A, B and C ordinary shares rank pari passu in all respects save the allocation of profits by way of dividend distribution, or the allocation of the company's assets by way of capital distribution and, the rights detailed in the paragraph below. The distributions shall be in the proportion of 50:49:1 with respect to A, B and C ordinary shares respectively if the distribution takes place before the conversion of the convertible shares, and in the proportion 55:44:1 with respect to A, B and C ordinary shares if the distribution takes place after the conversion of the convertible shares.

Holders of C ordinary shares do not have the right to receive notice of or to attend and vote at any general meeting of the company.

#### 4 ULTIMATE PARENT UNDERTAKING

The immediate and ultimate parent company and controlling party is Tesco PLC, which is registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

#### 5 RELATED PARTY DISCLOSURES

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the company is included, are available at the address noted above.