REPORT AND FINANCIAL STATEMENT

For the period ended 31 March 2002

BOARD OF DIRECTORS

R D J Adams D J E Sandifer

SECRETARY AND REGISTERED OFFICE

D J E Sandifer Tate & Lyle PLC Sugar Quay Lower Thames Street London EC3R 6DQ

REGISTERED NUMBER

00155469

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COMPANIES HOUSE

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DIRECTORS' REPORT

The directors hereby present their annual report and the financial statement of the Company for the period ended 31 March 2002.

Principal Activities

The Company did not trade during the period and any expenses were met by the ultimate holding company. No trading is anticipated in the future.

Results

The Company does not trade and made no profit or loss in the period.

Directors

The directors are listed on page 1.

Directors' Interests

None of the directors had any beneficial interest in the shares of the Company. Particulars of directors' interests in shares of Tate & Lyle PLC are as follows:

Ordinary shares of 25p each

	2002	2001
R D J Adams	0	0
D J E Sandifer	17,127	16,698

Options to buy Ordinary shares through Group Share Option Schemes

	2001	Options granted	Options exercised	2002
			or lapsed	
R D J Adams	0	20,272	0	20,272
D J E Sandifer	9,271	0	0	9,271

None of the directors had any beneficial interests in the shares of other companies in the Group.

By order of the Board

D J E Sandifer

Secretary

12 September 2002

BALANCE SHEET AT 31 March 2002

	<u>Notes</u>	2002 <u>£</u>	2001 <u>£</u>
Assets			
Loans to Group Companies	3	<u>744,640</u>	<u>744,640</u>
Capital and Reserves			
Called up share capital	6	382,714	382,714
Profit & Loss Account	2	93,400	93,400
Reserves		<u> 268,526</u>	268,526
		744,640	744,640

- 1. For the period ended 31 March 2002 the Company was entitled to exemption under section 249A(1) of the Companies Act 1985.
- 2. Members have not required the Company to obtain an audit of its accounts for the period in question in accordance with subsection (2) of 249(B).
- 3. The directors acknowledge their responsibility for:
 - I. Ensuring the Company keeps accounting records which comply with section 221; and
 - II. Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its accounting period, and of its profit and loss for the period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.
- 4. The Company did not act as an agent for any person during the period ended 31 March 2002.

The financial statement was approved by the board of directors on 12 September 2002 and signed on its behalf by:

D J E Sandifer

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Director

NOTES TO THE FINANCIAL STATEMENTS

Period ended 31 March 2002

1. Accounting Convention

The financial statement has been prepared under the historical cost convention.

2. Profit and Loss Account

The Company did not trade during the year and made neither a profit nor a loss.

3. Loans to Group Companies

The loans to Group Companies are interest free and are not receivable in the short term.

4. Directors' Fees and Emoluments

None of the directors received any emoluments from the Company during the period.

5. Ultimate Holding Company

The ultimate holding company is Tate & Lyle PLC, a company incorporated in England.

6. Share Capital

	<u>2002</u>	<u>2001</u>
Authorised	No	No
Ordinary shares of £1 each Preference shares of £1 each	350,000 210,214	350,000 210,214
Allotted and fully paid	£	£
172,500 Ordinary Shares of £1 each 210,214 Preference Shares of £1 each	172,500 210,214 382,714	172,500 210,214 382,714