

SMITHS GROUP LIMITED
(FORMERLY SMITHS MOTOR ACCESSORIES LIMITED)

Company Number : 391027

REPORT AND ACCOUNTS FOR THE
YEAR ENDED 31 JULY 2000



SMITHS GROUP LIMITED

(FORMERLY SMITHS MOTOR ACCESSORIES LIMITED)

DIRECTORS' REPORT

Directors : A. Smith

J.M. Hawkes

Dividend : The directors do not recommend the payment of a dividend.

Principal Activities : The company did not trade during the year ended 31 July 2000.

CHANGE OF NAME : On 3 October 2000 the company changed its name to Smiths Group Limited.

Directors' Interests : The disclosable directors' interests in the share capital of Smiths Industries PLC at the beginning and end of the period were as follows:

	Ordinary Shares of 25p	
	<u>31 July 2000</u>	<u>31 July 1999</u>
A. Smith	50,359	44,046
J.M. Hawkes	37,034	38,192

Options have been granted over the number of ordinary shares of Smiths Industries PLC, in the amounts shown below, under the terms of the Smiths Industries 1982 SAYE and Executive Share Option Schemes and the Deferred Share Scheme.

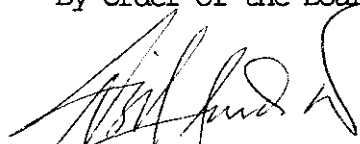
	<u>1.8.99</u>	<u>Granted</u>	<u>Exercised</u>	<u>31.7.00</u>
A. Smith	53,890	-	(5,761)	48,129
J. M. Hawkes	19,828	6,569	-	26,397

Details of option exercise prices and dates are contained in the Report and Accounts of Smiths Industries PLC.

Auditors

The company is a dormant company within the meaning of section 249AA of the Companies Act 1985 (Audit Exemption) (Amendment) Regulations 2000, and is accordingly exempt from the obligation to appoint auditors.

By Order of the Board


N.R. Burdett
Secretary

5 October 2000

SMITHS GROUP LIMITED

(FORMERLY SMITHS MOTOR ACCESSORIES LIMITED)

BALANCE SHEET AT 31 JULY 2000

	31.7.00 £	31.7.99 £
FIXED ASSETS		
INVESTMENTS		
Loan to parent company	<u>1,960</u>	<u>1,960</u>
CAPITAL AND RESERVES		
CALLED UP SHARE CAPITAL		
Authorised:		
1,400 7% Non Cumulative Preference shares of £1 each		
600 Ordinary Shares of £1 each		
Issued and Fully Paid		
1,400 7% Non Cumulative Preference shares of £1 each	1,400	1,400
560 Ordinary Shares of £1 each	<u>560</u>	<u>560</u>
	<u>1,960</u>	<u>1,960</u>

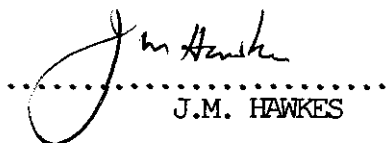
For the year ended 31 July 2000 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for :-

- Ensuring the company keeps accounting records which comply with section 221;
- 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 year 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.

Approved by the Board on
5 October 2000
and signed on its behalf

) DIRECTOR
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J.M. HAWKES

NOTES TO THE ACCOUNTS

- The profit and loss account stands at NIL, there having been no movements during the year ended 31 July 2000.
- The parent company, which is also the ultimate parent company, is Smiths Industries Public Limited Company, registered in England and Wales.