

CARLTON HOLDINGS LIMITED

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31 MARCH 2006

During the above financial year the Company has not traded and there has been no income or expenditure.

Mr D W Hamilton and Mr G D Gibson were Directors of the Company throughout the year.

Mr. D. W. Hamilton is a Director of the Company's ultimate holding company, Norcros (Holdings) Limited, and therefore his interests in the shares of Norcros (Holdings) Limited are disclosed in the financial statements of Norcros (Holdings) Limited.

Mr. G D Gibson has no disclosable interest in the shares or debenture stock of any company in the Norcros Group.

None of the Directors had a beneficial interest in any significant contract to which the Company either directly or indirectly was a party during the year.

By Order of the Board



D.W. Hamilton
Secretary

Date: 8 January 2007

Ladyfield House
Station Road
Wilmslow
Cheshire.
SK9 1BU



A26

A793GMA5

17/01/2007

520

COMPANIES HOUSE

CARLTON HOLDINGS LIMITEDBALANCE SHEETAT 31 MARCH 2006

	2006 £'000	2005 £'000
CURRENT ASSETS		
Debtors: amounts due from Parent company	2,779	2,779
	<u> </u>	<u> </u>
CAPITAL AND RESERVES		
Called-up Share Capital -		
1,000,000 ordinary shares of £1 each	1,000	1,000
Profit and Loss Account	1,779	1,779
	<u> </u>	<u> </u>
EQUITY SHAREHOLDERS' FUNDS	<u>2,779</u>	<u>2,779</u>

For the year ended 31 March 2006 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:

- (a) Ensuring the company keeps accounting records which comply with section 221;
- (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 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 8 January 2007

D.W. Hamilton

David G. Hamilton

)

) Directors

G. D. Gibson

G. Gibson

)

NOTES:1. Ultimate Holding Company

The company's ultimate holding company is Norcros (Holdings) Limited, a company incorporated in Great Britain and registered in England and Wales.