

Registered No. 709356

OMAL UNIVERSAL LIMITED

3 APRIL 1999



OMAL UNIVERSAL LIMITED

DIRECTORS' REPORT FOR THE 53 WEEKS ENDED 3 APRIL 1999

The Directors present their annual report and the audited accounts for the 53 weeks ended 3 April 1999.

PRINCIPAL ACTIVITIES

The Company did not trade during the period and received no income and incurred no expenditure therefore no profit and loss account has been produced.

DIRECTORS

The Directors of the Company who served during the period were as follows:

P A Tett
M P Hamilton
N Ashurst
M J Cowling Resigned 24 February 1999

DIRECTORS' INTERESTS

The Company is a wholly owned subsidiary of Halma p.l.c. In accordance with paragraph 2 of schedule 7 to the Companies Act 1985, the interests of the Directors at 3 April 1999, who were not also Directors of Halma p.l.c., in the Ordinary Shares of that Company were as follows:

	28 March 1998		3 April 1999		during the 53 weeks Options	
	Shares	Options	Shares	Options	Granted	Exercised
M P Hamilton	3,850	159,684	3,850	171,784	12,100	-
N Ashurst	11,528	59,990	3,394	59,990	-	-

The Directors held the above options under the share option schemes approved by Halma p.l.c. shareholders in 1983 and 1990, exercisable by 2008 at prices between 54.8p and 122.5p per share.

Apart from these interests, no such director had during the period any other interests in the shares of that Company

OMAL UNIVERSAL LIMITED

DIRECTORS' REPORT FOR THE 53 WEEKS ENDED 3 APRIL 1999 (Continued)

DIRECTORS' RESPONSIBILITIES

It is the responsibility of the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss for that period.

The Directors have responsibility for ensuring that proper accounting records are maintained which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

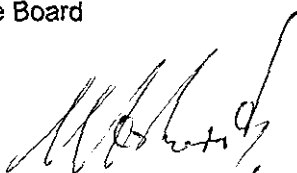
The Directors consider that, in preparing the financial statements on pages 4 to 5, appropriate accounting policies have been used, which have been consistently applied and supported by reasonable and prudent judgements and estimates, that all accounting standards which they consider to be applicable have been followed, and that it is appropriate to use a going concern basis.

AUDITORS

The Directors will place a resolution before the Annual General Meeting to make the Company exempt from the obligations to appoint auditors as otherwise required by Companies Act 1985, section 384 since the Company qualifies as small for the 53 weeks ended 3 April 1999 and has been dormant since then.

By Order of the Board

N ASHURST
Secretary



30 July 1999

Taurus House
Endemere Road
Coventry
West Midlands

PricewaterhouseCoopers
Charnwood Court
New Walk
Leicester LE1 6TE
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AUDITORS' REPORT TO THE MEMBERS OF OMAL UNIVERSAL LIMITED

We have audited the financial statements on pages 4 to 5 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report, including as described on page 2, the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and our profession's ethical guidance.

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. We also report to you 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of opinion

We conducted our audit in accordance with 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 at 3 April 1999 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors

30 July 1999

OMAL UNIVERSAL LIMITED

BALANCE SHEET AS AT 3 APRIL 1999

28 March 1998

CURRENT ASSETS

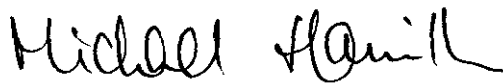
<u>3,300</u>	Debtors (Note 2)	<u>3,300</u>
<u>3,300</u>		<u>3,300</u>
 <u>3,300</u>	NET CURRENT ASSETS	 <u>3,300</u>
<u>£3,300</u>		<u>£3,300</u>

CAPITAL AND RESERVES

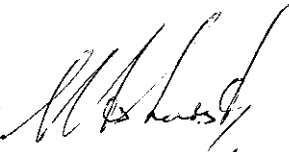
Authorised Issued and fully paid	CALLED UP SHARE CAPITAL	Authorised Issued and fully paid
3,300	Equity Capital Ordinary shares of £1 each	3,300
<u>£3,300</u>	SHAREHOLDERS' FUNDS - EQUITY INTERESTS ONLY	<u>£3,300</u>

Approved by the Board of Directors on 30 July 1999

M P HAMILTON



N ASHURST



The annexed notes form part of these accounts.

OMAL UNIVERSAL LIMITED

1. ACCOUNTING POLICIES

Basis of Accounting

The accounts set out on pages 4 - 5 are prepared under the historical cost convention and in accordance with applicable UK Accounting Standards.

2.DEBTORS	1999	1998
Amounts due from Group companies	3,300	3,300

3.RELATED PARTY TRANSACTIONS

As permitted by FRS8 the Company has not disclosed related party transactions with fellow Group companies. There were no other related party transactions.

4. ULTIMATE PARENT COMPANY

The ultimate parent company of Omal Universal Limited is Halma p.l.c.
The accounts of Halma p.l.c., can be obtained from the
Company Secretary, Misbourne Court, Rectory Way, Amersham, Bucks HP7 ODE.