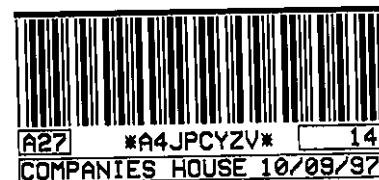


**A & G SECURITY ELECTRONICS PLC**

**29TH MARCH 1997**

**DIRECTORS' REPORT AND ACCOUNTS**



# A & G SECURITY ELECTRONICS PLC

## DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 29TH MARCH 1997

The Directors present their annual report and audited accounts for the 52 weeks ended 29th March 1997.

### ACTIVITIES

The Company did not trade during the period of 52 weeks ended 29th March 1997.

### DIRECTORS

The Directors of the company during the period were:

M J Arthur (resigned 26th November 1996)  
R I Howard  
K J Thompson

### DIRECTORS' INTERESTS

The Company is a wholly-owned subsidiary of Halma p.l.c., the ultimate parent company. In accordance with paragraph 2 of schedule 7 to the Companies Act 1985, the interests of the Directors at 29th March 1997 who were not also Directors of Halma p.l.c., in the ordinary shares of that Company were as follows:

	<u>at 30th March 1996</u>		<u>at 29th March 1997</u>		<u>during the 52 weeks</u>	
	shares	options	shares	options	options	
					exercised	granted
K J Thompson	65,213	101,475	66,866	127,375	-	25,900

The Director held the above options under the share option schemes approved by Halma p.l.c. shareholders, exercisable by 2006 at prices between 70p and 184p per share.

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

## **A & G SECURITY ELECTRONICS PLC**

### **DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 29TH MARCH 1997 (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.

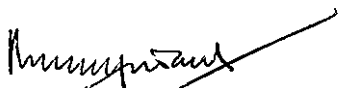
The Directors also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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**

Price Waterhouse have expressed a willingness to continue in office and a resolution will be proposed at the Annual Meeting for their re-appointment as auditors.

By Order of the Board



R I Howard  
Secretary

25th July 1997

Misbourne Court  
Rectory Way  
Amersham  
Bucks HP7 0DE

*Price Waterhouse*



## **AUDITORS' REPORT TO THE MEMBERS OF A & G SECURITY ELECTRONICS PLC**

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**

As described on page 2, the Directors of the Company are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### **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 affairs of the Company as at 29 March 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Price Waterhouse*

Price Waterhouse  
Chartered Accountants  
and Registered Auditors

25 July 1997

**A & G SECURITY ELECTRONICS PLC**

**PROFIT AND LOSS ACCOUNT  
FOR THE 52 WEEKS ENDED 29TH MARCH 1997**

1996		
23,855	Other Operating Income	-
<hr/>		
23,855	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	-
(7,872)	Tax on profit on ordinary activities	(1,670)
<hr/>		
15,983	PROFIT FOR THE FINANCIAL YEAR	(1,670)
55,021	Retained profit brought forward	71,004
<hr/>		
£71,004	Retained profit carried forward	£69,334
<hr/>		

The annexed notes form part of these accounts

The Company had no recognised gains or losses during the year other than those reflected in the above Profit and Loss Account.

# A & G SECURITY ELECTRONICS PLC

## BALANCE SHEET AS AT 29TH MARCH 1997

1996

### CURRENT ASSETS


	1,670	Debtors: Other debtors	-
	1,148,894	Loan Account with parent Company	1,148,894
<u>£1,150,564</u>			<u>£1,148,894</u>

### CAPITAL AND RESERVES

Issued and Fully Paid	Author- ised		Author- ised	Issued and Fully Paid
		CALLED UP SHARE CAPITAL		
		Equity Capital:		
561,000	<u>£750,000</u>	Ordinary Shares of 5p each	<u>£750,000</u>	561,000
518,560		SHARE PREMIUM ACCOUNT		518,560
71,004		PROFIT AND LOSS ACCOUNT		69,334
<u>£1,150,564</u>				<u>£1,148,894</u>

Approved by the Board of Directors  
on 25th July 1997.

DIRECTOR

  
K J Thompson

### NOTES TO THE ACCOUNTS

1. The Company's Profit and Loss account for the 52 weeks ended 29th March 1997 is set out on page 4. None of the Directors received any emoluments in respect of their services to the Company.
2. The accounts are prepared under the historical cost convention and in accordance with applicable UK Accounting Standards.
3. The ultimate parent company of A & G Security Electronics PLC is Halma p.l.c. The accounts of Halma p.l.c. may be obtained from the Company Secretary, Misbourne Court, Rectory Way, Amersham, BUCKS, HP7 0DE.