

Registered No. 1210055

MEADOWBRIDGE HOLDINGS LIMITED

30TH MARCH 1996

DIRECTORS' REPORT AND ACCOUNTS



MEADOWBRIDGE HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 30TH MARCH 1996

The Directors present their annual report and audited accounts for the 52 weeks ended 30th March 1996.

ACTIVITIES

The Company did not trade during the period of 52 weeks ended 30th March 1996.

DIRECTORS

The Directors of the company during the period were:

M J Arthur
R I Howard
K J Thompson
K L M Clemmey
M P Hopcroft
E C Tredway

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 30th March 1996 who were not also Directors of Halma p.l.c., in the ordinary shares of that Company were as follows:

	<u>at 1st April 1995</u>		<u>at 30th March 1996</u>		<u>during the 52 weeks</u>	
	shares	options	shares	options	options	
					exercised	granted
K J Thompson	46,066	46,933	65,213	101,475	-	38,900
K L M Clemmey	-	24,800	10,400	20,866	(22,400)	10,200
M P Hopcroft	3,420	20,600	5,599	34,165	-	6,700
E C Tredway	9,500	-	12,666	12,600	-	12,600

The Directors held the above options under the share option schemes approved by Halma p.l.c. shareholders in 1983 and 1990, exercisable by 2005 at prices between 70p and 170p per share.

The interests given at 1st April 1995 are stated before the 1 for 3 scrip issue made in 1995. All other figures are stated in post scrip terms.

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

MEADOWBRIDGE HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 30TH MARCH 1996 (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.

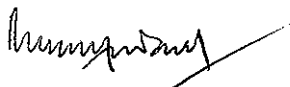
The Directors also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors consider that, in preparing the financial statements on page 4, 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

26th July 1996

Misbourne Court
Rectory Way
Amersham
Bucks HP7 0DE

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF MEADOWBRIDGE HOLDINGS LIMITED

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

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 30 March 1996 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

26 July 1996

MEADOWBRIDGE HOLDINGS LIMITED

BALANCE SHEET AS AT 30TH MARCH 1996

1st April 1995

CURRENT ASSETS

£396,613

Loan Account with parent Company

£396,613

CAPITAL AND RESERVES

Issued
and Fully
Paid

Author-
ised

Author-
ised

Issued
and Fully
Paid

CALLED UP SHARE CAPITAL

2

£100

Equity Capital:

Ordinary Shares of £1 each

£100

2

396,611

PROFIT AND LOSS ACCOUNT

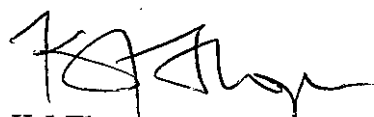
396,611

£396,613

£396,613

Approved by the Board of Directors
on 26th July 1996.

DIRECTOR



K J Thompson

NOTES TO THE ACCOUNTS

1. The Directors have relied on the exemptions for individual accounts on the ground that the Company is entitled to the benefit of these exemptions as a dormant company.
2. During the financial period the Company has not traded, has not incurred any liabilities and, consequently, has made neither profit nor loss. None of the Directors received any emoluments in respect of their services to the Company.
3. The accounts are prepared under the historical cost convention and in accordance with applicable UK Accounting Standards.
4. The ultimate parent company of Meadowbridge Holdings Limited 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.