

Darigrange Limited

**Directors' report and financial
statements**

Registered number 1356750

Year End Date 31 December 1999



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1999.

Principal activity

The principal activity of the company is property investment but it has been inactive during the year.

Directors and directors' interests

The directors who held office during the year, and who are still in office, are:

Mr BSE Freshwater
Mr D Davis

The Articles of Association of the company do not require the directors to retire by rotation.

Neither director has a service contract or receives any emoluments from the company.

The whole of the issued share capital of the company is owned by Avenue Properties (St. John's Wood) Limited. At 31 December 1999 neither of the directors had any interest in the share capital of the company, the company's parent undertaking or any subsidiary of the company's parent undertaking.

The ultimate parent undertaking is Linnet Limited, a company incorporated in the Isle of Man and controlled by trusts.


Year 2000

There has been no disruption to the Group's operations during or since the turn of the Millennium, as a result of the Group's systems not being Year 2000 compliant. No disruption is expected and the directors continue to monitor the position.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the reappointment of Cohen, Arnold & Co and KPMG as joint auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board


CC Morse
Secretary

Freshwater House
158/162 Shaftesbury Avenue
London WC2H 8HR

17 May 2000

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985. They 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.

Report of the joint auditors, Cohen, Arnold & Co. and KPMG, to the members of Darigrange Limited

We have audited the financial statements on pages 4 to 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by 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 with the company is not disclosed.

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 as at 31 December 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Cohen, Arnold & Co
Chartered Accountants
Registered Auditor
London



KPMG
Chartered Accountants
Registered Auditors
London

17 May 2000

Balance sheet

at 31 December 1999

	Note	1999 £	1998 £
Current assets			
Debtors	4	105,000	105,000
Creditors: amounts falling due within one year	5	(107,168)	(107,168)
Net liabilities		<u>(2,168)</u>	<u>(2,168)</u>
Capital and reserves			
Equity share capital		40	40
Non-equity share capital		460	460
Called up share capital	6	500	500
Profit and loss account		932	932
Other reserves - capital reserve		(3,600)	(3,600)
		<u>(2,168)</u>	<u>(2,168)</u>

Other than the non-equity share capital of £460, shareholders' funds relate exclusively to equity shareholders' interests.

These financial statements were approved by the board of directors on 17 May 2000 and were signed on its behalf by:


BSE Freshwater
 Director


D Davis
 Director

The notes on pages 5 and 6 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards. The financial statements show a deficiency of net assets at the balance sheet date and in the absence of any trading activity it is likely that this position will remain unchanged. Whilst the financial statements have been prepared on the going concern basis, the directors consider that no material adjustments would be required if this basis were inappropriate.

Cash flow statement

The company is exempt from the requirement to prepare a cash flow statement (in accordance with Financial Reporting Standard No. 1) on the grounds that it is a wholly-owned subsidiary undertaking of an intermediate holding company registered in England and Wales which prepares consolidated accounts that include a consolidated cash flow statement.

2 Profit and loss account

During the year and the preceding year, the company did not trade and incurred no income or expenditure. Consequently, during those years the company made neither a profit nor a loss and therefore a profit and loss account has not been prepared.

3 Remuneration of directors

The directors did not receive any emoluments from the company during the year or in the previous year.

Apart from the directors there were no other employees of the company during the year or in the previous year.

4 Debtors

	1999 £	1998 £
Deposit recoverable	105,000	105,000

The company is contingently liable for additional purchase consideration in respect of an investment acquired and subsequently disposed of in an earlier accounting period. Pending the ascertainment of any liability, an amount of £105,000 has been advanced by way of a recoverable deposit.

Notes (continued)

5 Creditors

	1999 £	1998 £
Amounts due to immediate parent and fellow subsidiary undertakings	107,168	107,168

6 Called up share capital

	1999 £	1998 £
<i>Authorised, allotted, called up and fully paid</i>		
Equity share capital		
40 Ordinary shares of £1 each	40	40
Non-equity share capital		
460 7% cumulative non-voting preference shares of £1 each	460	460
	<u>500</u>	<u>500</u>

The preference shares confer the right on the holders to receive a cumulative dividend each year at the rate of 7.0% (1998: 5.6% net + tax credit) on the amounts paid up. These shares would rank above the ordinary shares and be redeemable at par, in the event of the winding up of the company. There are insufficient reserves to pay a dividend.

Accumulated arrears of dividends on the preference shares since their creation on 21 May 1978 amount to £692 (1998: £660) and have not been provided for in the financial statements.

7 Ultimate parent undertaking

The parent undertaking of the largest and smallest group of undertakings for which group financial statements are drawn up is Centremanor Limited, a company registered in England and Wales.

Copies of these financial statements can be obtained from the following address: Freshwater House, 158/162 Shaftesbury Avenue, London WC2H 8HR.

The ultimate parent undertaking is Linnet Limited, a company incorporated in the Isle of Man and controlled by trusts.