

Directors' report for the year ended 31 March 2006

The directors present their report and the accounts for the year ended 31 March 2006.

Principal activities

The company did not trade during the year and consequently no profit and loss account has been produced in respect of the year. Any costs incurred by the company were paid on its behalf by Jarvis plc.

Dividend

The directors do not recommend the payment of a dividend.

Directors

The directors holding office during the year ended 31 March 2006 are shown below.

B L Westbrook
G K H Mason

Directors' interests

At 31 March 2006, none of the directors had any interests in the shares of the Company.

Interests of directors in the shares and options over shares in Jarvis plc the parent undertaking were as follows:

Interest in Jarvis plc shares of 5p each	At 1 April 2005	At 31 March 2006
Geoffrey Keith Howard Mason	500	1,320
Bernard Lesley Westbrook	43,801	8,680

Between 1 September 2005 and 28 September 2005, as a result of a share capital restructuring, G K H Mason's 500 shares were consolidated into 1 ordinary share, after which he purchased 19 ordinary shares in the subsequent Open Offer. Separately, G K H Mason, purchased an additional 1,300 shares at a price of £0.76 per share on 30 September 2005.

Between 1 September 2005 and 28 September 2005, as a result of a share capital restructuring, B L Westbrook's 43,801 shares were consolidated into 109 ordinary shares, after which he purchased 2,071 ordinary shares in the subsequent Open Offer. Separately, B L Westbrook purchased an additional 6,500 shares at a price of £0.76 per share on 30 September 2005.

Interests in Options over Jarvis plc shares of 5p each

Director	Scheme	Grant Date	Exercise Price	Options at 01/04/2005	Options at 31/03/2006	Date Exercisable From	Date Exercisable To
BL Westbrook	Management Incentive Plan	30-Nov-05	£0.8673	nil	225,000	Nov-05	Nov-10

On 3 April 2006, B L Westbrook and G K H Mason were granted options over 13,357 and 4,274 shares respectively at £0.70 per share in Jarvis plc under the Save As You Earn Share Option Scheme. These options are exercisable between June and November 2009.



Statement of directors' responsibilities

The directors are responsible for preparing financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice. Company law requires the directors to prepare accounts for each financial year, which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that year. In preparing those accounts, the directors are required:

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

The directors confirm that the accounts comply with these requirements.

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Audit

In accordance with Section 249AA of the Companies Act 1985 the company was dormant during the whole of the year under review and is accordingly exempt from the obligation to appoint auditors.

By order of the board


Secretariat Services Limited, Secretary

26 SEP 2006

Jarvis Pensions Limited

Registered No: 1378325

Balance sheet at 31 March 2006

	Notes	31 March 2006 £	31 March 2005 £
Current assets			
Debtors - amount owed by parent undertaking		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	3	<u>2</u>	<u>2</u>

For the year ended 31 March 2006 the company was entitled to audit exemption by section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i. ensuring the company keeps accounting records which comply with Section 221; and
- ii. preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, in accordance with requirements of Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the board on 26 SEP 2006 and were signed on its behalf by:



Director

Notes to the accounts for the year ended 31 March 2006

1 Principal accounting policies

Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2 Profit and loss account

The company did not trade during the year and consequently no profit and loss account has been prepared.

3 Share capital

	31 March 2006 £	31 March 2005 £
Authorised		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

4 Ultimate parent undertaking

The company's immediate and ultimate parent undertaking and controlling party is Jarvis plc, registered in England and Wales, whose annual reports and accounts are available from the Company Secretary, Jarvis plc, Meridian House, The Crescent, York, North Yorkshire, YO24 1AW.