

Caradon Nominees(No.2) Limited

Report and accounts 2005

Company registration number 1488736



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Directors' report

The directors of Caradon Nominees (No.2) Limited present their report and the accounts of the company for the year ended 31 December 2005.

Principal activities and review of the business

The company has been dormant throughout the financial year.

Results and dividends

During the year the company has not traded, has not incurred any liabilities and consequently, has made neither profit nor loss.

Directors

The directors of the company who held office during the year and up to the date of signing these accounts were:

Novar Nominees Limited
Rallip Holdings Limited

The directors have no interest in the shares or debentures in the company or any other company in the group that are required to be disclosed under schedule 7A of the Companies Act 1985. The company's ultimate parent undertaking, Honeywell International Inc., is incorporated outside the United Kingdom. As permitted by a statutory instrument, the register of directors' interests maintained in accordance with Section 325 of the Companies Act 1985 does not include the interests of directors in the shares of the ultimate parent undertaking.

Directors' responsibility for the financial statements

Company law requires the directors to prepare financial statements for each year that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2005 and that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements 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.

By order of the board



On behalf of Novar Nominees Limited
21 February 2006

Balance sheet

31 December 2005

	Notes	2005 £000	2004 £000
Current assets			
Creditors	3	(264)	(264)
Net Liabilities		<u>(264)</u>	<u>(264)</u>
Capital and reserves			
Called up share capital	4	501	501
Profit and loss account		<u>(765)</u>	<u>(765)</u>
Total equity shareholders' deficit		<u>(264)</u>	<u>(264)</u>

For the year ended 31 December 2005 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

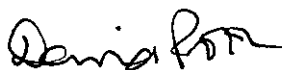
Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

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, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on pages 2 to 3 were approved by the board of directors on 21 February 2006 and signed on its behalf by:



On behalf of Novar Nominees Limited

Notes to the accounts

for the period ended 31 December 2005

1. Accounting policies

The financial statements have been prepared on the realisable values of assets and liabilities therein and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 1985.

Accounting basis

The financial statements are prepared under the historical cost convention.

Cash flow statement

The company is a wholly owned subsidiary company of a group headed by Honeywell International Inc., and is included in the consolidated accounts of that company, which are publicly available. Consequently, the company has taken advantage of the exemption within FRS 1 "cash flow statements" (revised 1996) from preparing a cash flow statement.

2. Employees and directors

There were no employees during the year. The directors received no remuneration during the year for their services to the company (2004:nil).

3. Creditors

Amounts falling due within one year

Amount owed by other group companies

2005	2004
<u>£000</u>	<u>£000</u>
264	264

4. Called up share capital

Authorised

1,000 ordinary shares of £1 each

500,000 deferred shares of £1 each

1	1
<u>500</u>	<u>500</u>
501	501

Allotted and fully paid

1,000 ordinary shares of £1 each

500,000 deferred shares of £1 each

1	1
<u>500</u>	<u>500</u>
501	501

5. Financial support

The ultimate parent undertaking has informed the company that it is its present intention to continue to finance the company to enable it to meet its liabilities as they fall due.

6. Ultimate parent undertaking

The immediate parent company is Novar Electrical Holdings Limited.

The smallest group of which the company is a subsidiary which produces consolidated accounts is Honeywell Group Holding UK, a company registered in England and Wales. Copies of these group accounts are available from Honeywell House, Arlington Business Park, Bracknell, Berkshire, RG12 1EB. The ultimate parent and controlling party is Honeywell International Inc., a company incorporated in the USA, which is the largest group to consolidate these accounts. Copies of these accounts are publicly available and can be obtained from Corporate Publications, PO Box 2245, Morristown, New Jersey 07962-2245, USA or from the Internet at www.honeywell.com.