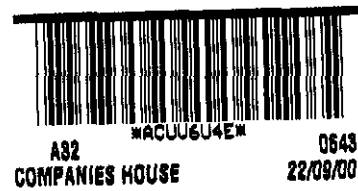


Registered No. 1796890

HALMA P R SERVICES LIMITED

1ST APRIL 2000

DIRECTORS' REPORT AND ACCOUNTS



HALMA P R SERVICES LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 1ST APRIL 2000

The Directors present their annual report and the audited accounts for the 52 weeks ended 1st April 2000.

ACTIVITIES

The Company did not trade during the period of 52 weeks ended 1st April 2000.

DIRECTORS

The Directors of the company during the period were as follows:

K J Thompson
E C Tredway
D A Waller

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 1st April 2000 who were not also Directors of Halma p.l.c., in the ordinary shares of that Company were as follows:

	<u>at 3rd April 1999</u>		<u>at 1st April 2000</u>		<u>during the 52 weeks</u>	
	shares	options	shares	options	exercised	granted
E C Tredway	16,888	90,199	16,888	107,099	-	16,900
D A Waller	7,505	107,209	19,830	133,584	12,325	38,700

The Directors held the above options under the share option schemes approved by Halma p.l.c. shareholders, exercisable by 2009 at prices between 101p and 139p per share.

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

HALMA P R SERVICES LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 1ST APRIL 2000 (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

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By Order of the Board



E C Tredway
Secretary

28th July 2000

Misbourne Court
Rectory Way
Amersham
Bucks HP7 0DE

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London WC2N 6NN
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Auditors' Report to the Members of Halma P R Services Limited

We have audited the financial statements on page 4, which have been prepared under the historical cost convention.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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 United Kingdom 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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 at 1 April 2000 and of its result for the 52 week period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
1 Embankment Place, London

28 July 2000

HALMA P R SERVICES LIMITED

BALANCE SHEET AS AT 1ST APRIL 2000

3rd April 1999

1st April 2000

CURRENT ASSETS

<u>£2</u>	Loan Account with parent Company	<u>£2</u>
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CAPITAL AND RESERVES

Issued and Fully Paid	Author- ised		Author- ised	Issued and Fully Paid
		CALLED UP SHARE CAPITAL		
		Equity Capital:		
2	£100	Ordinary Shares of £1 each	£100	2
-		PROFIT AND LOSS ACCOUNT		-
<u>£2</u>				<u>£2</u>

Approved by the Board of Directors
on 28th July 2000.

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 Halma P R Services 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.