

Registered No. 1972044

MARATHON MONITORS LIMITED
DIRECTORS' REPORT AND ACCOUNTS
52 WEEKS ENDED 1ST APRIL 2000



MARATHON MONITORS 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.

PRINCIPAL ACTIVITIES

The Company ceased trading on 28th March 1998 and has been dormant since that time.

RESULTS AND DIVIDENDS

There is no profit or loss for the period. The Directors do not recommend the payment of a dividend.

DIRECTORS

The Directors of the Company during the period and at the period end were as follows :

RR Jessop (Chairman)
JPA Seabrook

DIRECTORS' INTERESTS

The Company is a wholly-owned subsidiary of Halma p.l.c.. 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>	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>	<u>Options</u>	
					<u>Granted</u>	<u>Exercised</u>
RR Jessop	59,651	323,896	31,651	339,996	16,100	-
JPA Seabrook	23,061	125,266	36,469	110,697	13,400	27,969

The market price at the date of exercise was 116p.

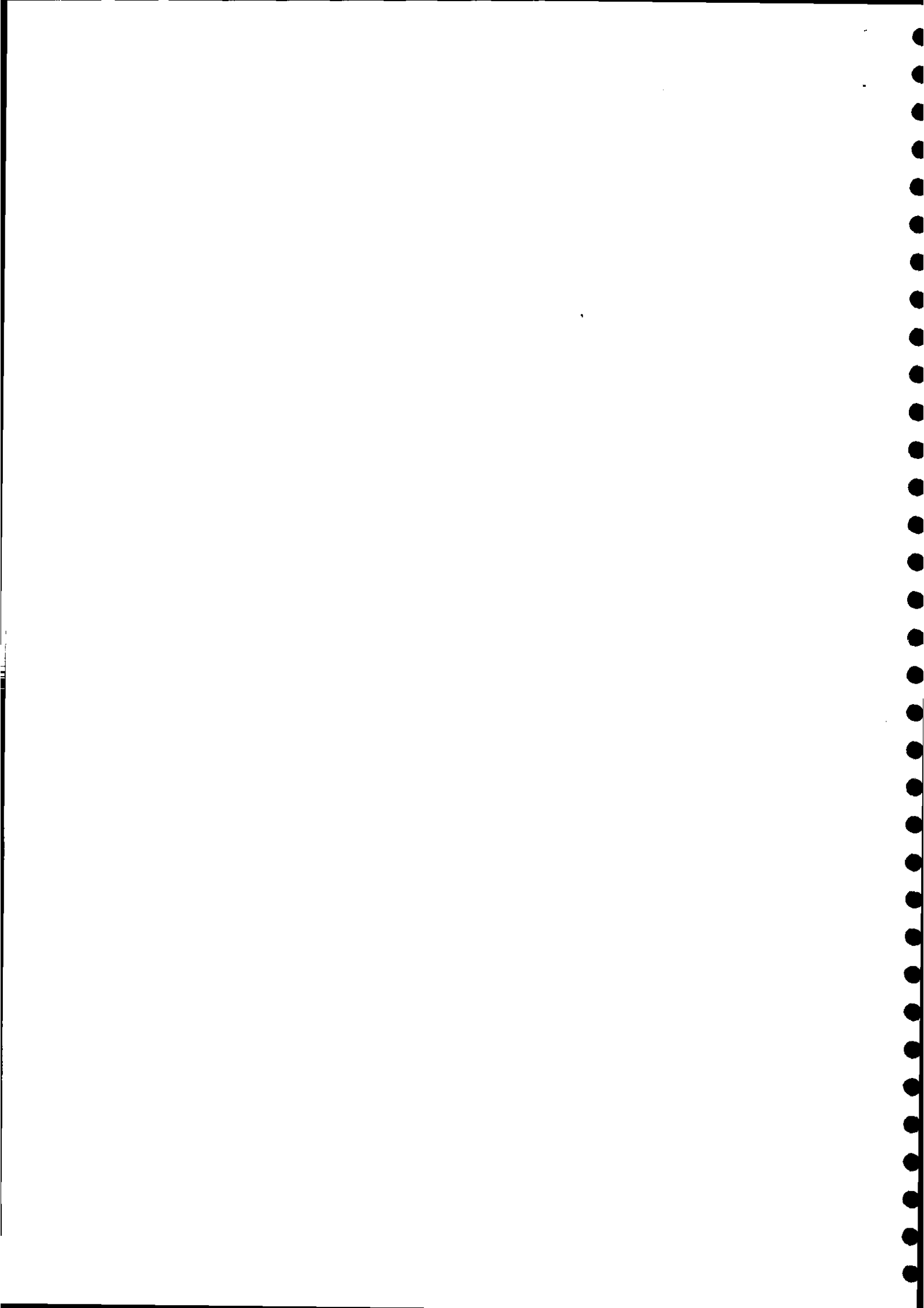
The Directors held the above options under the share options schemes approved by Halma p.l.c. shareholders, exercisable by 2009 at prices between 80.7p and 138p per share.

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

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.



MARATHON MONITORS LIMITED
DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 1ST APRIL 2000 (Continued)

DIRECTORS' RESPONSIBILITIES (continued)

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 pages 4 to 7, 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 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 forthcoming Annual General Meeting.

By Order of the Board



JPA Seabrook
Secretary

28th July 2000

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Auditors' Report to the Members of Marathon Monitors Limited

We have audited the financial statements on pages 4 to 7, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on pages 1 and 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.

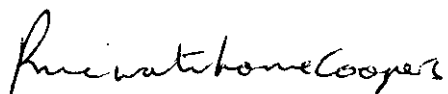
Basis of audit opinion

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

28 July 2000

MARATHON MONITORS LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 1ST APRIL 2000

	Notes	52 weeks ended 1 st April 2000 £	53 weeks ended 3 rd April 1999 £
TURNOVER		-	-
OPERATING INCOME	2	-	<u>4,645</u>
OPERATING INCOME BEFORE TAXATION		-	4,645
Taxation		-	-
PROFIT FOR FINANCIAL YEAR TRANSFERRED TO RESERVES		-	4,645
Retained losses brought forward		(369,614)	(374,259)
Retained losses carried forward		(369,614)	(369,614)

The Company had no recognised gains or losses during the year other than those reflected in the above Profit and Loss Account.

There is no difference between the loss on ordinary activities transferred from reserves and its historical cost equivalent.

The notes on page 7 form part of these accounts.

MARATHON MONITORS LIMITED
BALANCE SHEET AS AT 1ST APRIL 2000

	Notes	1 st April 2000 £	3 rd April 1999 £
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Creditors	3	<u>369,514</u> <u>369,514</u>	<u>369,514</u> <u>369,514</u>
NET CURRENT LIABILITIES		(<u>369,514</u>)	(<u>369,514</u>)
CAPITAL AND RESERVES			
CALLED UP SHARE CAPITAL			
Equity Capital (Ordinary shares of £1 each)			
Authorised, issued and fully paid		100	100
PROFIT AND LOSS ACCOUNT		(<u>369,614</u>)	(<u>369,614</u>)
SHAREHOLDERS' FUNDS		(<u>369,514</u>)	(<u>369,514</u>)

Approved by the Board of Directors
on 28th July 2000

RR JESSOP

JPA SEABROOK

The notes on page 7 form part of these accounts.

MARATHON MONITORS LIMITED

MOVEMENT IN SHAREHOLDERS' FUNDS
FOR THE PERIOD ENDED 1ST APRIL 2000

	52 weeks ended 1 st April 2000 £	53 weeks ended 3 rd April 1999 £
PROFIT FOR THE FINANCIAL YEAR	-	4,645
SHAREHOLDERS' FUNDS BROUGHT FORWARD	<u>(369,514)</u>	<u>(369,514)</u>
SHAREHOLDERS' FUNDS CARRIED FORWARD	<u>(369,514)</u>	<u>(369,514)</u>

MARATHON MONITORS LIMITED
NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Basis of Accounting

The accounts set out on pages 4 -6 are prepared under the historical cost convention and comply with applicable UK Accounting Standards. The accounting policies have been applied consistently throughout the current and preceding year.

As at 1st April 2000 the Company had net liabilities of £369,514. Having received assurance from its parent company, Halma p.l.c., of support to meet liabilities as they fall due for the foreseeable future, the Company has prepared accounts on a going concern basis.

Leases

The cost of operating leases of property and other assets are charged as incurred.

2. OPERATING PROFITS

Operating profits arise wholly from discontinued activities, and comprise:

	<u>2000</u>	<u>1999</u>
	£	£
Other operating income	-	4,645

The audit fees were paid by Crowcon Detection Instruments Limited on behalf of the Company.

3. CREDITORS

	<u>2000</u>	<u>1999</u>
	£	£
Amounts due to Group companies	369,514	369,514

4. CASH FLOW STATEMENT

The Company is not required to produce a Cash Flow Statement. Such a statement is prepared on a group basis and is disclosed in the accounts of the ultimate parent company.

5. RELATED PARTY TRANSACTIONS

As permitted by FRS8, the Company has not disclosed related party transactions with fellow Group companies.

6. ULTIMATE PARENT COMPANY

The ultimate parent company of Marathon Monitors Limited is Halma p.l.c. The accounts of Halma p.l.c. can be obtained from the Company Secretary, Misbourne Court, Rectory Way, Amersham, Bucks HP7 ODE.