

Company Registration No: 2673218

**D S ESTATES (DUDLEY) LIMITED**

**Report and Financial Statements**

**31 December 1999**



**REPORT AND FINANCIAL STATEMENTS 1999**

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**REPORT AND FINANCIAL STATEMENTS 1999**

**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS**

M H Marx  
Development Securities Estates PLC

**SECRETARY**

S A Lanes

**REGISTERED OFFICE**

Portland House  
Stag Place  
London SW1E 5DS

**DIRECTORS' REPORT**

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

**PRINCIPAL ACTIVITY AND REVIEW OF DEVELOPMENTS**

The principal activity of the company at present and for the foreseeable future is that of property investment. The company did not trade during the year.

**DIVIDENDS**

The directors do not recommend the payment of a dividend (1998: £nil).

**DIRECTORS AND DIRECTORS' INTERESTS**

The directors who held office and served during the year were as follows:

M H Marx  
N S Corderey  
Development Securities Estates PLC

N S Corderey resigned as a director on 29 September 2000.

None of the directors had any interests in the shares of the company or of any other Group company during the year except as noted below.

The interests of M H Marx at 31 December 1999 in the 50p ordinary shares of Development Securities PLC, the ultimate parent company, and the options granted to him under that company's share option scheme are disclosed in the 1999 Report and Financial Statements of that company.

N S Corderey was entitled to the following options granted by Development Securities PLC at 31 December 1999 and 1998:

<i>Date of Grant</i>	<i>Number</i>	<i>Exercise Date</i>	<i>Exercise Price</i>
7 April 1994	10,000 (1)	7 April 1997 to 6 April 2004	322.5p
23 June 1995	3,959 (2)	1 August 2000 to 31 January 2001	122.0p
6 June 1996	15,000 (3)	6 June 1999 to 5 June 2006	190.5p
6 May 1997	3,520 (2)	1 June 2002 to 30 November 2002	196.0p
19 May 1997	15,000 (3)	19 May 2000 to 18 May 2007	250.0p
21 May 1998	15,000 (3)	21 May 2001 to 20 May 2008	328.5p

- (1) Granted under the 1985 Share Option Scheme
- (2) Granted under the Savings Related Option Scheme 1995
- (3) Granted under the Executive Share Option Scheme 1995, with a performance condition that the net assets per ordinary share of the Development Securities PLC Group are equal to or in excess of the average growth in the All Properties Capital Growth Index during the same period over three consecutive financial years.

**PAYMENT POLICY**

Amounts due to suppliers are settled promptly by Development Securities PLC on behalf of the company within their terms of payment, except in cases of dispute. The number of days' outstanding for the Development Securities PLC group at 31 December 1999 was 5 days (1998: 19 days).

**DIRECTORS' REPORT (continued)**

**AUDITORS**

The company has been dormant throughout the financial year and has passed a resolution under S250 Companies Act 1985 not to appoint auditors.

Approved by the Board of Directors  
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'S A Lanes', written in a cursive style.

S A Lanes  
Secretary

31 October 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 as at the end of the financial year and of its profit or loss 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; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

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

# D S ESTATES (DUDLEY) LIMITED

## BALANCE SHEET 31 December 1999

	Note	1999 £	1998 £
<b>CURRENT ASSETS</b>			
Debtors	3	817,470	817,470
<b>CREDITORS: amounts falling due within one year</b>	4	<u>(549,862)</u>	<u>(549,862)</u>
<b>NET CURRENT ASSETS</b>		<u>267,608</u>	<u>267,608</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	100	100
Profit and loss account		<u>267,508</u>	<u>267,508</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>267,608</u>	<u>267,608</u>
<b>REPRESENTED BY:</b>			
<b>EQUITY SHAREHOLDERS' FUNDS</b>		267,512	267,512
<b>NON-EQUITY SHAREHOLDERS' FUNDS</b>	5	<u>96</u>	<u>96</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>267,608</u>	<u>267,608</u>

The company has been dormant throughout the current and preceding financial year.

These financial statements were approved by the Board of Directors on **31** October 2000.

Signed on behalf of the Board of Directors

  
M H Marx  
Director

**NOTES TO THE ACCOUNTS**

**Year ended 31 December 1999**

**1 ACCOUNTING POLICIES**

**Basis of accounting**

These financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention.

**Cash flow statement**

The ultimate parent company, Development Securities PLC, has prepared a consolidated cash flow statement in accordance with Financial Reporting Standard No. 1, thus exempting the company from the requirement to prepare a cash flow statement.

**2 PROFIT AND LOSS ACCOUNT**

The company did not trade during the current or preceding financial year and made neither a profit nor a loss. There are no recognised gains or losses or movements in shareholders' funds for the current or preceding financial year.

None of the directors received any emoluments from the company during the year (1998: £nil).

The company does not have any employees (1998: none).

The company has been dormant throughout the financial year and has passed a resolution under S250 Companies Act 1985 not to appoint auditors.

**3 DEBTORS**

	1999	1998
	£	£
Amounts falling due after more than one year:		
Amounts due from ultimate parent company	<u>817,470</u>	<u>817,470</u>

**4 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	1999	1998
	£	£
Amounts due to group undertakings	<u>549,862</u>	<u>549,862</u>

**5 CALLED UP SHARE CAPITAL**

	1999	1998
	£	£
Authorised, allotted and fully paid:		
2 Ordinary shares of £1 each	2	2
2 'A' Ordinary shares of £1 each	2	2
96 Participating Preference shares of £1 each	<u>96</u>	<u>96</u>
	<u>100</u>	<u>100</u>



**NOTES TO THE ACCOUNTS**

**Year ended 31 December 1999**

**5 CALLED UP SHARE CAPITAL (continued)**

Preference shareholders are entitled to receipt of a non-cumulative fixed dividend of 10% in priority to the receipt of dividends to any other class of share. Subject thereto, any profit not exceeding £3,000,000 is to be distributed pro-rata to the holders of Preference shares and Ordinary shares. Profits in excess of £3,000,000 shall be distributed as to 99% to the holders of the Ordinary shares and 1% amongst the holders of "A" Ordinary shares.

Upon winding up, Preference shareholders are to have priority in terms of receipt of the amount of the paid-up capital. Any excess up to £3,000,000 is also to form the entitlement, pro-rata, of the Preference shareholders. Any further surplus shall be awarded to the Ordinary shareholders. The "A" Ordinary shareholders are not entitled to participate in any distribution of capital on winding up.

Preference shareholders have no right to attend or to vote at General Meetings. Ordinary shareholders and "A" Ordinary shareholders have the right to one vote per Ordinary share held.

**6 ULTIMATE AND IMMEDIATE CONTROLLING PARTIES**

The ultimate parent and controlling company of the largest group for which consolidated accounts are produced is Development Securities PLC. The immediate parent company of the smallest group for which consolidated accounts are produced is Development Securities (Investments) PLC. Both companies are registered in England and Wales. Copies of the Report and Financial Statements of Development Securities PLC and Development Securities (Investments) PLC can be obtained from Portland House, Stag Place, London SW1E 5DS.

**7 RELATED PARTY DISCLOSURE**

The company is a wholly owned subsidiary undertaking and, in accordance with the exemption provided by Financial Reporting Standard No. 8, "Related Party Disclosures," transactions with other undertakings within the Development Securities PLC Group have not been disclosed within these financial statements.