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VIVA (CONSUMER PRODUCTS) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2004





COMPANY INFORMATION

Directors D B Harris

JE Harris AD Rose

Secretary JE Malin

Company number 02742091

Registered office Harvard House

14-16 Thames Road

Barking Essex IG11 0HX

Auditors UHY Hacker Young

St Alphage House 2 Fore Street London EC2Y 5DH

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2004

The directors present their report and financial statements for the year ended 31 March 2004.

Principal activities and review of the business

The company commenced trading during the year.

The principal activity of the company is that of the sale of small domestic appliances and associated products.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future.

Results and dividends

The results for the year are set out on page 4.

The directors do not recommend payment of an ordinary dividend.

Directors

The following directors have held office since 1 April 2003:

DB Harris

JE Harris

A D Rose

Directors' interests

The directors do not have any interests in the shares of the company. The interests of the directors in the shares of the ultimate parent undertaking, Alba plc, are disclosed in the directors' report of that company.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that UHY Hacker Young, formerly known as Hacker Young, be reappointed as auditors of the company will be put to the Annual General Meeting.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2004

Directors' responsibilities

Directors are required by the Companies Act 1985 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 the profit or loss for that period. It is also the directors' responsibility to maintain adequate accounting records, safeguard the assets of the company and take reasonable steps in preventing and detecting fraud and other irregularities.

The directors confirm that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements on a going concern basis.

By order of the board

JE Malin

Secretary

19 July 2004



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF VIVA (CONSUMER PRODUCTS) LIMITED

We have audited the financial statements of Viva (Consumer Products) Limited on pages 4 to 8 for the year ended 31 March 2004. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Companies Act 1985. 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 with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of 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 as at 31 March 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

UHY Hacker Young
Chartered Accountants
Registered Auditors

19 July 2004

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2004

	Notes	2004 £	2003 £
Turnover	2	781,243	-
Cost of sales		(611,235)	-
Gross profit		170,008	-
		···	
Profit on ordinary activities before taxation		170,008	-
Tax on profit on ordinary activities	3	(51,000)	
Profit on ordinary activities after taxation	7	119,008	-

The company's operation in the year continued unchanged; no operations were disposed of or acquired.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 31 MARCH 2004

	Notes	2004		2003	
		£	£	£	£
Current assets					
Debtors	4	533,008		363,000	
Creditors: amounts falling due					
within one year	5	(51,000)			
Total assets less current liabilities		=	482,008		363,000
Capital and reserves					
Called up share capital	6		905		905
Share premium account	7		69,000		69,000
Other reserves	7		10,000		10,000
Profit and loss account	7	_	402,103		283,095
Shareholders' funds - equity interests	8		482,008		363,000

The financial statements were approved by the Board on 19 July 2004

AD Rose

Director

JE Harris

Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2004

1 Accounting policies

1.1 Basis of preparation

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

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a wholly owned subsidiary of a group which produces a consolidated cash flow statement.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

2 Turnover

	Geographical market		
		Turnove	
		2004	2003
		£	£
	Rest of world	781,243	_
		781,243	-
3	Taxation	2004	2003
		£	£
	Domestic current year tax		~
	U.K. corporation tax	51,000	-
	Current tax charge	51,000	
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	170,008	_
	Tront on oraquary above two obtain anation		
	Profit on ordinary activities before taxation multiplied by standard rate		
	of UK corporation tax of 30.00 % (2003: 30.00 %)	51,002	_
	Effects of:		
	Other tax adjustments	(2)	-
	Current tax charge	51,000	
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

4	Debtors		2004 £	2003 £
	Trade debtors Amounts owed by parent and fellow subsidiary undertakings		419,328 113,680	363,000
			533,008	363,000
5	Creditors: amounts falling due within one year		2004 £	2003 £
	Corporation tax		51,000	-
6	Share capital		2004 £	2003 £
	Authorised 250,000 Ordinary shares of £1 each 5 Ordinary "A" shares of £1 each		250,000 5	250,000 5
			250,005	250,005
	Allotted, called up and fully paid 900 Ordinary shares of £1 each 5 Ordinary "A" shares of £1 each		900 5 905	900 5 905
7	Statement of movements on reserves			
		Share premium account	Other reserves	Profit and loss account
		£	£	£
	Balance at 1 April 2003 Retained profit for the year	69,000 -	10,000	283,095 119,008
	Balance at 31 March 2004	69,000	10,000	402,103

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2004

8	Reconciliation of movements in shareholders' funds	2004 £	2003 £
	Profit for the financial year Opening shareholders' funds	119,008 363,000	363,000
	Closing shareholders' funds	482,008	363,000

9 Employees

Number of employees

There were no employees during the year apart from the directors.

10 Control

The company's ultimate holding company and controlling party is Alba plc, a company incorporated in England and Wales. A copy of the audited accounts of Alba plc may be obtained from the company secretary, Alba plc, Harvard House, 14 - 16 Thames Road, Barking, Essex, IG11 0HX.