

HALCYON ELECTRICS LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995



HALCYON ELECTRICS LIMITED

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HALCYON ELECTRICS LIMITED

REPORT OF THE DIRECTORS FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

The directors present their report and financial statements of the company for the financial year ended 28 January 1995.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The company is and will continue to be an investment company.

DIVIDENDS AND TRANSFERS TO RESERVES

The profit on ordinary activities after taxation amounted to £10,000 (1994: Profit £4,000) be transferred to reserves. The directors do not recommend the payment of a dividend (1994: nil).

ELECTIVE RESOLUTION

On 7 December 1994 the Company passed an elective resolution whereby it would dispense with the holding of an annual general meeting until the election was revoked. Further elective resolutions were passed at the same time that the Company would dispense with:

- a) the laying of the annual report and financial statements before the Company in general meeting and
- b) the requirement to reappoint annually the auditors of the Company in general meeting.

BOARD OF DIRECTORS

The directors of the company who served during the period are:

Sir Geoffrey Mulcahy	(resigned 19 August 1994)
Alan Smith	(resigned 19 August 1994)
James Kerr-Muir	
Nigel Whittaker	
T F Clement-Jones	(appointed 19 August 1994)

On 13 February 1995 Nigel Whittaker resigned. On 30 April 1995 James Kerr-Muir resigned and Tim Clement-Jones resigned on 3 July 1995. Anthony Percival and Helen Jones were appointed directors on 1 May 1995 and 3 July 1995 respectively.

HALCYON ELECTRICS LIMITED

REPORT OF THE DIRECTORS (continued) FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

DIRECTORS' INTERESTS

None of the directors have any beneficial interest in the shares of the company. The interests of James Kerr-Muir and Nigel Whittaker in the share capital of the ultimate parent are shown in the financial statements of that company.

The other directors had the following interests in 25p Ordinary shares of Kingfisher plc:

	1995	Date of Appointment
T F Clement-Jones	2993	-

Options for 25p Ordinary shares in Kingfisher plc:

	1995	Options Granted	Options Exercised	Date of Appointment
T F Clement-Jones	23,843	-	2,993	26,835

Since the year end the interests of the director given above had not changed.

The market price of Kingfisher plc shares at 28 January 1995 was 408p and the range during the year was 389p to 658p.

By order of the board



E. Sibthorpe
Secretary

12 September 1995

HALCYON ELECTRICS LIMITED

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES

The following statement is made with a view of distinguishing for shareholders the respective responsibilities of the Directors and the Auditors in relation to the financial statements.

The directors are required by company law 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 for the period to that date. In preparing the financial statements the directors are required:

to ensure that the Company keeps accounting records 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

to take such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities

to apply suitable accounting policies in a consistent manner and supported by reasonable and prudent judgements and estimates where necessary

to comply with all applicable accounting standards (except where any departures from this requirement are explained in the Notes to the Financial Statements)

HALCYON ELECTRICS LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF HALCYON ELECTRICS LIMITED

We have audited the financial statements on pages 5 to 10.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of the Directors' Responsibilities the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

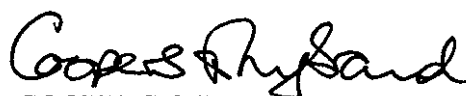
BASIS OF OPINION

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 circumstances of the Company, 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 28 January 1995 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



COOPERS & LYBRAND

Chartered Accountants and Registered Auditors
London

12 September 1995

HALCYON ELECTRICS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

	Notes	<u>1995</u> £000	<u>1994</u> £000
Investment Income	4	2	1
Operating expenses		<u>(15)</u>	<u>-</u>
(Loss)/profit on ordinary activities before interest		(13)	1
Interest Receivable		<u>5</u>	<u>5</u>
(Loss)/profit on ordinary activities before taxation	5	(8)	6
Tax on profit on ordinary activities	6	<u>(2)</u>	<u>(2)</u>
(Loss)/ profit for the period	12	<u><u>(10)</u></u>	<u><u>4</u></u>

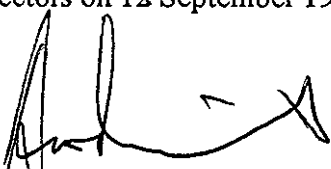
A statement of total recognised gains and losses and a reconciliation of historical cost profits and losses are not shown as all gains and losses are recognised in the profit and loss account, and there is no difference between the profit reported and that calculated under the historical cost convention.

There were no discontinued operations in the period.

HALCYON ELECTRICS LIMITED**BALANCE SHEET AS AT 28 JANUARY 1995**

	Notes	<u>1995</u> £000	<u>1994</u> £000
FIXED ASSETS			
Investments	7	1,089,494	1,022,027
CURRENT ASSETS			
Debtors	8	4,521	-
CREDITORS: Amounts falling due within one year	9	-	(2)
NET CURRENT ASSETS/(LIABILITIES)		<u>4,521</u>	<u>(2)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,094,015</u>	<u>1,022,025</u>
CAPITAL AND RESERVES			
Called up share capital	11	1,094,021	1,022,021
Profit and loss account	12	<u>(6)</u>	<u>4</u>
EQUITY SHAREHOLDERS' FUNDS	10	<u>1,094,015</u>	<u>1,022,025</u>

The financial statements on pages 5 to 10 were approved by the Board of Directors on 18 September 1995 and were signed on its behalf by :



A. H. Percival

Director

HALCYON ELECTRICS LIMITED

NOTES TO THE ACCOUNTS **FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995**

1. ACCOUNTING POLICIES

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

The financial statements are made up to the nearest Saturday to 31 January, so as to coincide with its holding company, Kingfisher plc.

Transactions denominated in foreign currencies are translated into sterling at contracted rates or, where no contract exists, at average monthly rates.

Fixed asset investments are stated at cost except when there has been a permanent diminution in their value when they are stated at net realisable value.

The company is exempt under Section 229 of the Companies Act 1985 from publishing consolidated financial statements as it is a wholly owned subsidiary of Kingfisher plc, which is registered in England and Wales.

The company is a wholly owned subsidiary of Kingfisher plc and the cashflows of the company are shown in the consolidated Group Cashflow Statement of Kingfisher plc. Consequently the company is exempt under the terms of Financial Reporting Standard No.1 from publishing a cashflow statement.

2. EMPLOYEES

The company had no employees during the financial year ended 28 January 1995, (1994: Nil).

3. DIRECTORS' REMUNERATION

None of the directors of the company received any remuneration from the company or any of its subsidiaries, in respect of the financial year ended 28 January 1995, (1994: Nil).

4. INVESTMENT INCOME

	<u>1995</u> <u>£000</u>	<u>1994</u> <u>£000</u>
Income from fixed asset investments	<u>2</u>	<u>1</u>
	<u>2</u>	<u>1</u>

All investment income is from listed investments.

5. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration is borne by the parent company.

HALCYON ELECTRICS LIMITED

NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

6. TAXATION

<u>1995</u>	<u>1994</u>
<u>£000</u>	<u>£000</u>

The taxation charge calculated on the profits for the period:

United Kingdom corporation tax at 33% (1994: 33%)	2	2
	<u>2</u>	<u>2</u>

7. FIXED ASSET INVESTMENTS

<u>Cost</u>	<u>Interest in group undertakings £000</u>	<u>Other invest- ments £000</u>	<u>Listed in the UK £000</u>	<u>Total £000</u>
At 30 January 1994	1,021,921	-	106	1,022,027
Additions during the period:	-	67,466	1	67,467
	<u>1,089,387</u>	<u>67,466</u>	<u>107</u>	<u>1,089,494</u>
At 28 January 1995				
Market Value as at 28 January 1995			<u>98</u>	

Interests in Group Undertakings

The following companies are the subsidiary undertakings of the company at 28 January 1995:

<u>Company</u>	<u>Country of Registration</u>	<u>% owned</u>	<u>Main activity</u>
Kingfisher Electrical Retailing Ltd.	England & Wales	100%	Investment
Electric Finance Ltd.	England & Wales	100%	Investment

On 22 June 1994 the Company issued 72,000 Ordinary £1 shares to Kingfisher plc for a consideration of £72,000,000. This was used to fund further investments.

HALCYON ELECTRICS LIMITED

NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

8. DEBTORS

	<u>1995</u> £000	<u>1994</u> £000
Amounts due from parent undertaking	4,520	-
Income tax recoverable	1	-
	<u>4,521</u>	<u>-</u>

9 CREDITORS: Amounts falling due within one year:

	<u>1995</u> £000	<u>1994</u> £000
Amounts owed to parent undertaking	-	2
	<u>-</u>	<u>2</u>

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS

	<u>1995</u> £000	<u>1994</u> £000
Profit for the financial period attributable to the members of Halcyon Electrics Ltd.	(10)	4
Share capital issued	72,000	1,022,021
Net addition to shareholders' funds	71,990	1,022,025
Opening Shareholders' funds	1,022,025	-
Closing Shareholders' funds	<u>1,094,015</u>	<u>1,022,025</u>

11. SHARE CAPITAL

	<u>1995</u> £000	<u>1994</u> £000
Authorised : 1,500,000,000 (1994: 1,500,000,000) ordinary shares of £1 each	1,500,000	1,500,000
Allotted and fully paid : 1,094,021,002 (1994: 1,022,021,002) ordinary shares of £1 each	1,094,021	1,022,021

NOTES TO THE ACCOUNTS
FOR THE FINANCIAL YEAR ENDED 28 JANUARY 1995

12. PROFIT AND LOSS ACCOUNT **1995**

£000

At 30 January 1994	4
Retained profit for the year	(10)
At 28 January 1995	<u>(6)</u>

13. ULTIMATE PARENT COMPANY

The ultimate parent company is Kingfisher plc, which is registered in England and Wales. Copies of the annual report and financial statements of Kingfisher plc can be obtained from The Secretary, Kingfisher plc, 119 Marylebone Road, London NW1 5PX.