Faupel Group Limited

Directors' report and financial statements

for the year ended 31st March 2004

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Directors' report

The directors present their annual report and the audited financial statements for the

year ended 31st March 2004.

Principal activities

The Company did not trade during the year.

**Business review** 

It is not anticipated that the company will trade in the foreseeable future.

Proposed dividend and transfer to reserves

The directors do not recommend payment of a dividend and propose that the balance

on the profit and loss account of £nil be carried forward.

Directors and directors' interests

The directors who held office throughout the year were as follows:

J C S McClean

L P Mead

Neither of the directors who held office at the end of the year had any disclosable

interests in the shares of the company.

Their interests in the shares of Faupel Plc, the ultimate holding company, are disclosed

in the accounts of that company, of which they are also directors.

Auditors

The Company has been dormant during both the current financial year and the preceding financial period. The Company has, by special resolution, made itself

exempt from the obligation to appoint auditors.

By order of the board

J C S McClean

Secretary

18th June 2004

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#### Statement of directors' responsibilities

Company law requires 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 and of the profit or loss of the Company 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for maintaining 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 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.

#### Balance sheet at 31st March 2004

		2004	2003
	Notes	£	£
Current assets			
Debtors	4	2	2
Net assets		2	2
Capital and reserves			
-	5	2	2
Called up share capital	_	Z	2
Profit and loss account	6	-	-
		2	2

For the year ended 31st March 2004 the Company was dormant and entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- a) Ensuring the Company keeps accounting records which comply with section 221; and
- b) Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the board of directors on 18th June 2004 and were signed on its behalf by:

L P Mead

C S McClean

Directors

The notes on pages 4 and 5 form part of these financial statements.

#### Notes to the accounts for the year ended 31st March 2004

#### 1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

#### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

#### 2. Profit and loss account

During the financial year to 31st March 2004 and the preceding financial period from 16th January 1997 to 31st March 2003, the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit or a loss.

#### 3. Directors and employees information

No director received any remuneration from the Company during the year (2003: nil).

#### 4. Debtors

		2004 £	2003 £
	Amount due from parent undertaking	2	2
5.	Share capital	£	£
	Authorised, allotted, called up and fully paid 2 ordinary shares of £1 each	2	2
6.	Profit and loss account	£	£
	At beginning and end of period	-	-

## Notes to the accounts for the year ended 31st March 2004 (continued)

### 7. Ultimate parent company and parent undertaking of larger group

Group accounts are drawn up for the ultimate holding company, Faupel Plc, a company registered in England and Wales.

Copies of the group accounts of Faupel Plc may be obtained from the registered office at Unit 4, First Floor, Bradmere House, Kingston Road, Leatherhead, Surrey KT22 7NA.