Director's Report and Financial Statements

For the period ended 30 September 2006

Company registration number 5638690 (England and Wales)

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Company information

Director Zest Group plc

Secretary Kıtwell Consultants limited

Company number 5638690

Registered office Kitwell House

The Warren Radlett Herts

WD7 7DU

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Director's report

For the period ended 30 September 2006

The director presents its report and financial statements for the Company for the period from incorporation on 29 November 2005 to 30 September 2006

Principal activities and review of the business

The company has been dormant since incorporation

Results and dividends

The Company did not trade during the period, accordingly, the Company does not present a profit and loss account

The director does not recommend the payment of an ordinary dividend.

Directors and directors' interests

The following corporate director has held office since incorporation and its interest in the share capital of the company is as follows

Ordinary shares of £1 each 30 September 2006 29 November 2005

Zest Group plc

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Small company special provisions

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

This report was approved by the board on 26 July 2007

By order of the Board

For and on behalf of

Kitwell Consultants Limited

Company Secretary

Statement of directors' responsibilities

For the period ended 30 September 2006

Company law requires the director to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of its profit or loss for that period. In preparing those accounts, the director is 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, subject to any material departures disclosed and explained in the accounts, and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts 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.

Balance Sheet

As at 30 September 2006

Note	2006 £
Current assets Debtor funds held by parent company	2
Net assets	2
Capital and reserves Called up share capital 2	2
Shareholders' funds	2

The director is satisfied that the company is entitled to exemption under Section 249aa(1) of the Companies Act 1985 and that no member or members have requested an audit pursuant to Section 249b(2) of the Act

The director acknowledges its responsibilities for

- (1) ensuring that the company keeps proper accounting records which comply with Section 221 of the Companies Act 1985, and
- (11) preparing accounts 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 the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company

Zest Group plc

Director

Approved by the board on ¿

26 July 2007

Notes to the financial statements

For the period ended 30 September 2006

1. Accounting policies

11 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities

2. Share capital

A self-a second.	2006 £
Authorised: 1,000,000 Ordinary shares of £1 each	1,000,000
Allotted, called up and fully paid 2 Ordinary shares of £1 each	£
	2

3. Ultimate parent undertaking and controlling party

Zest Group plc is the company's ultimate parent undertaking and controlling party. Zest Group plc is the parent undertaking of the smallest and largest group of which the company is a member and for which group financial statements are prepared. Copies of the group financial statements may be obtained from the registered office.