

Woodend Group Limited

Directors' Report and Accounts for the year ended 31 March 2002

Registered No. SC140935



WOODEND GROUP LIMITED

Directors' Report and Accounts for the year ended 31 March 2002

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WOODEND GROUP LIMITED

Report of the Directors

The directors present their report and unaudited Accounts for the year ended 31 March 2002.

Activities and review

The Company was dormant throughout the financial year within the meaning of section 249AA of the Companies Act 1985. It is anticipated that the Company will remain dormant for the foreseeable future.

Directors and their interests

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

AN Halford	(appointed 10 April 2001 resigned 1 April 2002)
I Gray	(resigned 1 April 2002)
I Watson	(resigned 19 April 2001)

On 1 April 2002 Mr S Brewer and Mr E Langston were appointed to the Board of Directors.

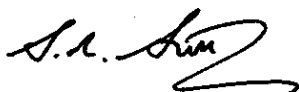
None of the directors who held office at the end of the financial year had any disclosable interests in the shares of the Company.

The interest in shares, share options and incentive schemes in Vodafone Group Plc of Mr I Gray and Mr AN Halford are disclosed in the Annual Report and Accounts of Vodafone (Scotland) Limited for the year ended 31 March 2002.

Registered office address

The registered office of the Company is Lomond House, 9 George Square, Glasgow, G2 1QQ. Scotland.

By order of the Board



S R Scott

Secretary

Date: 14 December 2002

WOODEND GROUP LIMITED

Balance Sheet

as at 31 March 2002

	Notes	2002 £'000	2001 £'000
Current assets			
Debtors	4	2,362	2,362
Net assets		<u>2,362</u>	<u>2,362</u>
Called up share capital	5,6	2,638	2,638
Share premium	6	723	723
Capital redemption reserve	6	100	100
Profit and loss account	6	(1,099)	(1,099)
Total shareholders' funds	6	<u>2,362</u>	<u>2,362</u>

These annual accounts have not been audited because the Company is entitled to the exemption provided by s249AA(1) Companies Act 1985 and no notice under s249B(2) has been deposited at the Company's registered office requiring the company to obtain an audit of the accounts.

The directors acknowledge their responsibilities for ensuring that the Company keeps accounting records that comply with s221 Companies Act 1985. The directors also acknowledge their responsibilities for 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 s226 Companies Act 1985, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the Company.

Approved by the Board of Directors on 4th December 2002 and signed on its behalf by



E Langston
Director

WOODEND GROUP LIMITED

Notes to the Accounts

1 Accounting Policies

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

2 Directors' emoluments

None of the directors received any remuneration in respect of their services to the company.

3 Fixed asset investment

	Subsidiary Undertaking £'000	Total £'000
Cost at 1 April 2001 and 31 March 2002	-	-

	Proportion of Shares held	Country of origin	Activity
Subsidiary Undertakings:			
Directly held			
Woodend Holdings	100%	Scotland	Dormant
Indirectly held			
Woodend Communications Limited	100%	Scotland	Dormant
Woodend Cellular Limited	100%	Scotland	Dormant

4 Debtors

	2002 £'000	2001 £'000
Amounts falling due within one year :		
Owed by immediate parent undertaking	2,361,717	2,361,717

WOODEND GROUP LIMITED

Notes to the Accounts

5 Share capital

	31 March 2002 £'000	31 March 2001 £'000
Authorised :		
26,383,908 (2000 : 26,383,908) Ordinary shares of 10p each	2,638	2,638
116,092 (2000 : 116,092) "A" ordinary shares of 10p each	12	12
100,000 (2000 : 100,000) 10% Cumulative redeemable preference shares of £1 each	100	100
	<hr/>	<hr/>
	2,750	2,750
	<hr/>	<hr/>
Allotted, called up and fully paid :		
26,306,060 (2000 : 26,306,060) Ordinary shares of 10p each	2,630	2,630
76,515 (2000 : 76,515) "A" ordinary shares of 10p each	8	8
	<hr/>	<hr/>
	2,638	2,638
	<hr/>	<hr/>

The rights attaching to the shares are detailed below:-

(a) As regards Income

The profits shall be distributed equally amongst the holders of the Ordinary shares and "A" ordinary shares.
In this respect the ordinary shares and "A" ordinary shares form one class of share.

(b) As regards Capital

On a return of assets on liquidation or otherwise, the assets of the company remaining after the payment of its liabilities shall be applied as follows:-

The balance of any such assets shall be distributed amongst the holders of the Ordinary shares and "A" ordinary shares in proportion to the amounts paid up, or credited as paid up, on the Ordinary shares or "A" ordinary shares respectively.

6 Reconciliation of movements in shareholders' funds

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total 2002 £'000
Balance at 1 April 2001 and 31 March 2002	2,638	723	100	(1,099)	2,362

7 Ultimate Parent Company

Woodend Group Limited is a wholly owned subsidiary of Vodafone (Scotland) Limited.

The immediate parent company is registered in Scotland. The ultimate parent company is Vodafone Group Plc, a company registered in England.

Copies of the ultimate parent company's consolidated accounts may be obtained from the Company Secretary, Vodafone Group Plc, The Courtyard, 2-4 London Road, Newbury, Berkshire, RG14 1JX. England.