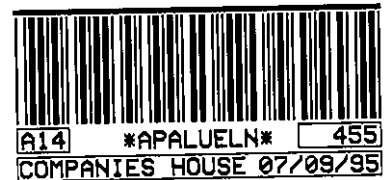


**ZETTERS COMPETITIONS LIMITED**

**REPORT AND ACCOUNTS**

**31ST MARCH 1995**

**Company No. 810796**



**ZETTERS COMPETITIONS LIMITED**

**YEAR ENDED 31ST MARCH 1995**

**C O N T E N T S**

**Page**

<b>1 - 2</b>	<b>Report of the Directors</b>
<b>3</b>	<b>Report of the Auditors</b>
<b>4</b>	<b>Profit and Loss Account</b>
<b>5</b>	<b>Balance Sheet</b>
<b>6 - 8</b>	<b>Notes to the Accounts</b>

## ZETTERS COMPETITIONS LIMITED

### REPORT OF THE DIRECTORS

The Directors present herewith their Annual Report together with the audited accounts of the Company for the year ended 31st March, 1995.

#### Principal Activity

The Company was engaged as a partner in the business of promoting "Spotting the Ball" competitions until 15th June 1994 when it ceased trading.

#### Review of the Business

Details of turnover, profit, assets and liabilities are shown in the accompanying profit and loss account, balance sheet and notes. The profit after tax was £49,445.

The Company ceased trading on 15th June 1994 and intends to remain dormant for the foreseeable future.

#### Dividends and Transfers to Reserves

The Directors recommend that a dividend of £40,500 (1994 : £194,400) be paid for the year under review.

After deducting the dividend from the profit after tax, there is a resulting surplus of £8,945 which the Directors recommend be transferred to reserves.

#### Movements in Fixed Assets

The movements in fixed assets during the year are set out in Notes 6 and 7 to the accounts.

#### Directors and their Interests

The Directors of the Company at the Balance Sheet date who were Directors for the whole of the year ended on that date, except where stated and their interests in Zettters Group Public Limited Company, the ultimate parent company were as follows:-

	Ordinary Shares held at	
	<u>31st March 1995</u>	<u>31st March 1994</u>
P. Zetter, C.B.E.	895,990	895,990
J. D. H. Clarke, B.E.M.	3,124	3,124
S. J. Easterman	20,000	37,500

In addition Mr. J. D. H. Clarke, B.E.M., is a trustee in respect of 1,840,000 ordinary shares (1994: 1,840,000) in a Zetter family settlement.

No Director had any interest in the shares of this Company.

## ZETTERS COMPETITIONS LIMITED

### REPORT OF THE DIRECTORS Cont'd

#### Directors' Responsibilities

Company law requires the Directors to prepare accounts for each financial year 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 accounts, the Directors are required to:


- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts 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 enable them to ensure that the accounts comply with the Companies Act. 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.

#### Auditors

In accordance with the Companies Act 1985 a resolution re-appointing Littlestone Martin Glenton as auditors will be presented at the annual general meeting.

DATE      **31 JUL 1995**

  
.....  
C. T. A. MILLWARD, A.C.M.A.  
SECRETARY  
BY ORDER OF THE BOARD

**REPORT OF THE AUDITORS TO THE MEMBERS OF**

**ZETTERS COMPETITIONS LIMITED**

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described on page 2, the Company's Directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, 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 accounts 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 accounts.

**OPINION**

In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 31st March, 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Littlestone Martin Glenton*

**LITTLESTONE MARTIN GLENTON  
CHARTERED ACCOUNTANTS  
REGISTERED AUDITORS**

**DATE     31 JUL 1995**

2, Fitzhardinge Street,  
London, W1H 9PN

---

**ZETTERS COMPETITIONS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

	<u>Notes</u>	<u>1995</u>	<u>1994</u>
<u>Turnover</u>	1	62,174	240,646
<u>Administrative Expenses</u>	2	229	1,012
		-----	-----
<u>Profit on Ordinary Activities before Taxation</u>		61,945	239,634
Tax on Profit on Ordinary Activities	4	12,500	48,753
		-----	-----
<u>Profit for the Financial Year</u>		49,445	190,881
<u>Dividend Payable</u>	5	40,500	194,400
		-----	-----
		8,945	(3,519)
<u>Retained Profit Brought Forward</u>		64,283	67,802
		-----	-----
<u>Retained Profit Carried Forward</u>		£73,228	£64,283
		-----	-----

**CONTINUING OPERATIONS**

The Company's sole activity was discontinued during the year ended 31st March 1995.

**TOTAL RECOGNISED GAINS AND LOSSES**

The Company has no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 6 to 8 form part of these accounts.

ZETTERS COMPETITIONS LIMITED

BALANCE SHEET

31ST MARCH 1995

	<u>Notes</u>	<u>1995</u>	<u>1994</u>
<u>FIXED ASSETS</u>			
Tangible	6	-	23
Investments	7	-	3,500
		<hr/>	<hr/>
		-	3,523
<u>CURRENT ASSETS</u>			
Debtors	8	65,674	60,130
Cash at Bank and in Hand		183,879	254,619
		<hr/>	<hr/>
		249,553	314,749
		<hr/>	<hr/>
<u>CREDITORS DUE WITHIN ONE YEAR</u>			
	9	167,330	244,994
		<hr/>	<hr/>
<u>NET CURRENT ASSETS</u>			
		82,223	69,775
		<hr/>	<hr/>
<u>TOTAL ASSETS LESS CURRENT LIABILITIES</u>			
		£82,223	£73,278
		=====	=====
<u>CAPITAL AND RESERVES</u>			
Called-up Share Capital	10	8,100	8,100
Capital Reserve		895	895
Profit and Loss Account		73,228	64,283
		<hr/>	<hr/>
<u>EQUITY SHAREHOLDERS' FUNDS</u>			
13		£82,223	£73,278
		=====	=====

APPROVED BY THE BOARD ON

31 JUL 1995



P. ZETTER, C.B.E., DIRECTOR

The notes on pages 6 to 8 form part of these accounts.

# ZETTERS COMPETITIONS LIMITED

## NOTES TO THE ACCOUNTS

### FOR THE YEAR ENDED 31 MARCH 1995

#### 1. ACCOUNTING POLICIES

##### Basis of Accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. No cash flow statement has been included, as a consolidated cashflow statement is included in the accounts of the ultimate parent company.

##### Depreciation

Depreciation is provided on all fixed assets at rates calculated to write off the cost or valuation, less estimated residual value of each asset over its expected useful life as follows:-

Fixtures, Fittings, Tools and Equipment - 20% per annum on the reducing balance.

##### Turnover

Turnover represents the Company's share of "Spotting the Ball Partnership" profits receivable and attributable to the year ended 31st March, 1995.

##### Deferred Taxation

No provision has been made for deferred taxation as it is not expected with reasonable probability that any liability is likely to crystallise in the foreseeable future.

#### 2. ADMINISTRATIVE EXPENSES

	<u>1995</u>	<u>1994</u>
Depreciation of Owned Fixed Assets	23	6
Auditors Remuneration	175	975
Bank Charges	31	31
	<u>£229</u>	<u>£ 1,012</u>
	=====	=====

#### 3. EMPLOYEES

The average number of employees during the year was made up as follows:-

	<u>1995</u>	<u>1994</u>
Directors	3	3
Other	-	-
	<u>3</u>	<u>3</u>
	=====	=====

#### 4. TAXATION

Based on the Profit for the year:-

	<u>1995</u>	<u>1994</u>
Corporation Tax - Current 25% (1994 : 25%)	12,500	12,500
Group Relief	-	36,864
Corporation Tax - Overprovided in previous years	-	(611)
	<u>£12,500</u>	<u>£48,753</u>
	=====	=====

In 1995 £11,968 (1994 : £189,640) of losses of group companies have been utilised under the Group Relief provisions.



**ZETTERS COMPETITIONS LIMITED**  
**NOTES TO THE ACCOUNTS Cont'd**  
**FOR THE YEAR ENDED 31ST MARCH 1995**

5.	<u>DIVIDENDS</u>	<u>1995</u>	<u>1994</u>
	Dividends on Ordinary Shares		
	Proposed £5 (1994 : £24) per Share	<u>£40,500</u>	<u>£194,400</u>
6.	<u>TANGIBLE FIXED ASSETS</u>		
			Fixtures, Fittings, Tools & Equipment
	COST		
	At 1.4.94		873
	Additions		-
	Disposals		(873)
	At 31.3.95		-
	DEPRECIATION		
	At 1.4.94		850
	Provision for year		23
	Disposals		(873)
	At 31.3.95		-
	NET BOOK VALUE		
	At 31.3.95		£ -
	At 31.3.94		==== £ 23 =====
7.	<u>INVESTMENTS</u>		
	<u>Partnership Capital in 'Spotting the Ball' Partnership</u>	<u>1995</u>	<u>1994</u>
	Cost	<u>£ -</u>	<u>£3,500</u>
		====	=====
	The partnership ended on 15th June 1994 when the "Spotting the Ball" competitions ceased.		
8.	<u>DEBTORS</u>	<u>1995</u>	<u>1994</u>
	Prepayments and Accrued Income	62,174	60,130
	Other Debtors	3,500	-
		<u>£65,674</u>	<u>£60,130</u>
		=====	=====
9.	<u>CREDITORS - DUE WITHIN ONE YEAR</u>	<u>1995</u>	<u>1994</u>
	Current Corporation Tax	12,500	12,500
	Amounts Owed to Fellow Subsidiary Undertakings	113,100	36,864
	Accruals and Deferred Income	1,230	1,230
	Proposed Dividends	40,500	194,400
		<u>£167,330</u>	<u>£244,994</u>
		=====	=====

ZETTERS COMPETITIONS LIMITED

NOTES TO THE ACCOUNTS Cont'd.

FOR THE YEAR ENDED 31ST MARCH 1995

10. SHARE CAPITAL

	<u>1995</u>	<u>1994</u>
Authorised:-		
8,100 Ordinary Shares of £1 each	£ 8,100	£ 8,100
	=====	=====
Allotted, Called-up and Fully Paid-		
8,100 Ordinary Shares of £1 each	£ 8,100	£ 8,100
	=====	=====

11. CONTINGENT LIABILITIES

The Company has given a joint and several guarantee with other group companies to the Group's bankers, Midland Bank Plc, as security against the Group's borrowing. However, at 31st March, 1995 Group credit balances exceeded Group overdraft balances.

12. PARENT COMPANY

The Company's immediate parent company is Zetters International Pools Limited, incorporated in England.

The Company's ultimate parent company is Zetters Group Public Limited Company, incorporated in England.

13. RECONCILIATION OF MOVEMENTS ON EQUITY SHAREHOLDERS' FUNDS

	<u>1995</u>	<u>1994</u>
Profit for the Financial year after Taxation	49,445	190,881
Dividends Payable	(40,500)	(194,400)
Opening Equity Shareholders' Funds	73,278	76,797
	-----	-----
Closing Equity Shareholders' Funds	£82,223	£73,278
	=====	=====