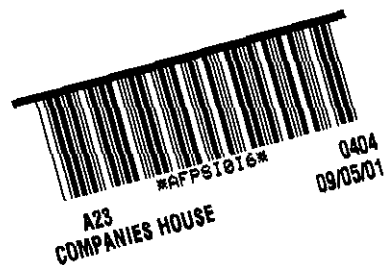


Registered No: 1175652

**Zebraflex Limited**  
**Annual report and accounts**  
**for the year ended 31 March 2001**



# **Zebraflex Limited**

## **Report and accounts for the year ended 31 March 2001**

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## **Directors and advisors**

### **Directors**

R W Kendall  
GKH Mason  
B L Westbrook

### **Secretary**

Jarvis Secretaries Ltd

### **Registered office**

Frogmore Park  
Watton-at-Stone  
Hertford  
SG14 3RU

**Directors' report  
for the year ended 31 March 2001**

The directors present their report and the accounts for the year ended 31 March 2001.

**Principal activities**

The Company acted as an unpaid agent for Prismo Limited but did not itself trade during the year and consequently no profit and loss account has been produced in respect of the period. Any costs incurred by the Company were paid on its behalf by Prismo Limited, a fellow subsidiary of Jarvis plc.

**Dividends**

The directors do not recommend the payment of a dividend (2000: £nil).

**Directors**

The directors holding office during the year ended 31 March 2001 and appointed subsequent to that date are shown below.

A Gay	(resigned 2 August 2000)
M E Harrison	(resigned 30 June 2000)
R W Kendall	(appointed 30 June 2000)
C Kirkwood	(resigned 30 June 2000)
G K H Mason	(appointed 24 August 2000)
M E Nicholson	(resigned 30 June 2000)
B L Westbrook	(appointed 30 March 2001)

**Directors' interests**

At 31 March 2001 none of the directors had any interests in the shares of the Company. The interests of Mr Kendall in the shares of the ultimate parent company, Jarvis plc, are disclosed in the annual report and accounts of that company.

Other directors' interests were as follows:

Interests in Jarvis plc shares of 5p each	At 1 April 2000 or date of appointment	At 31 March 2001
GKH Mason	500	500
B L Westbrook	3,703	3,703

Interests in options over Jarvis plc shares of 5p each are shown overleaf.

Other directors' interests in options over Jarvis plc shares of 5p each						
Director	Scheme	Grant date	Exercise price (p)	Options at 31/3/2001	Dates exercisable	
					From	To
GKH Mason	Executive	28 July 2000	199.50	25,000	July 2003	July 2010
GKH Mason	Executive	24 Jan 2001	264.00	19,000	Jan 2004	Jan 2011
GKH Mason	Share Save	Aug 2000	153.00	937	Oct 2003	Mar 2004
B L Westbrook	Executive	July 1997	277.00	120,000	July 2000	July 2007
B L Westbrook	Executive	24 Jan 2001	264.00	20,000	Jan 2004	Jan 2011

### Statement of 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 as at the end of the financial period and of the profit or loss of the Company for that year. In preparing those accounts, the directors are required:

- To select suitable accounting policies and then apply them consistently;
- To make judgements and estimates that are reasonable and prudent; and
- To prepare accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that the accounts comply with these requirements.

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

### Audit

Having passed a special resolution of the shareholders at an Extraordinary General Meeting the Company is exempt from the obligation to appoint auditors and satisfies the provisions of Section 250 of the Companies Act 1985 relating to dormant companies.

By order of the Board



Jarvis Secretaries Limited  
Secretary

8 May 2001

**Balance sheet  
at 31 March 2001**

	Notes	31 March 2001 £	31 March 2000 £
<b>Current assets</b>			
Debtors	3	15,866	15,866
Total assets		<u>15,866</u>	<u>15,866</u>
<b>Capital and reserves</b>			
Called up share capital	4	15,866	15,866
Equity shareholders' funds		<u>15,866</u>	<u>15,866</u>

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the financial period.

The accounts on pages 4 to 6 were approved by the Board on  
and were signed on its behalf by:

8 May

2001



**R W Kendall**  
**Director**

**Notes to the accounts  
for the year ended 31 March 2001****1 Principal accounting policies****Accounting convention**

The accounts have been prepared in accordance with applicable accounting standards and the Companies Act 1985.

**Cash flow statement**

The Company is a wholly owned subsidiary of Jarvis plc and the cash flows of the Company are included in the consolidated cash flow statement of Jarvis plc. Consequently, the Company is exempt under the terms of Financial Reporting Standard No 1 (revised) from publishing a cash flow statement.

**Related party transactions**

The Company is a wholly owned subsidiary of Jarvis plc and as such the Company has taken advantage under the terms of Financial Reporting Standard No 8 not to disclose related party transactions which are eliminated on consolidation.

**2 Directors' emoluments**

The directors received no emoluments in respect of their services during the year (2000: £nil). Certain directors received emoluments from the ultimate parent company and other group undertakings, and these are disclosed in the accounts of those companies. The directors do not consider that any material amount of their emoluments relate to their duties in respect of the Company.

**3 Debtors**

	<b>31 March 2001 £</b>	<b>31 March 2000 £</b>
Amount owed by group undertaking	<b>15,866</b>	<b>15,866</b>

**4 Called up share capital**

	31 March 2001 No	31 March 2001 £	31 March 2000 No	31 March 2000 £
<b>Authorised</b>				
"A" cumulative redeemable preference shares of £1 each	64,000	64,000	64,000	64,000
Cumulative participating preferred ordinary shares of £1 each	3,000	3,000	3,000	3,000
Ordinary shares of £1 each	37,000	37,000	37,000	37,000
	<u>104,000</u>	<u>104,000</u>	<u>104,000</u>	<u>104,000</u>
	31 March 2001 No	31 March 2001 £	31 March 2000 No	31 March 2000 £
<b>Allotted, called up and fully paid</b>				
Ordinary shares of £1 each	15,866	15,866	15,866	15,866
	<u>15,866</u>	<u>15,866</u>	<u>15,866</u>	<u>15,866</u>

**5 Parent undertakings**

The Company's immediate parent undertaking is Prismo Limited, a company registered in England and Wales. The Company's ultimate parent undertaking and ultimate controlling party is Jarvis plc, a company registered in England and Wales, whose accounts may be obtained from the Secretary, Jarvis plc, Frogmore Park, Watton-at-Stone, Hertford, SG14 3RU.