

# EMI RECORDS PROCUREMENT SERVICES LIMITED

## DIRECTORS' REPORT

The Directors present their report and the accounts for the year ended 31 March 1997.

### Results and Dividends

The Company did not trade during the year and made neither a profit nor a loss. The Directors do not recommend payment of a dividend.

### Directors and their Interests

The Directors throughout the year and subsequently were as follows:

S Bennett (appointed 27.03.97)  
I Hanson  
W MacMillan (resigned 27.03.97)

No Director had any interest in the shares of the Company at any time during the year.

The interests of the Directors in the share capital of EMI Group plc, the ultimate parent undertaking, at the year end were as follows:

	<u>Ordinary Shares</u>			<u>Options*</u>		
	31/3/96	31/3/97	31/3/96	Granted # During the Year	Exercised / Renounced	31/3/97
S Bennett	-	-	-	1,046	-	1,046
I Hanson	1,683	-	2,164	-	1,224	940

\* Options over Ordinary Shares are granted under Savings-Related and Executive Share Option Schemes

# Includes adjustment for demerger



Directors' Report (continued)

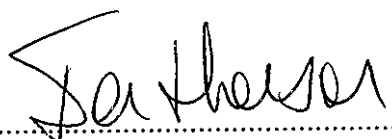
Directors' and Officers' Liability Insurance

The ultimate parent undertaking, EMI Group plc, has maintained insurance to cover Directors' and Officers' liability as permitted by Section 310(3) of the Companies Act 1985.

Auditors

In accordance with Section 388(A) of the Companies Act 1985 the Company is exempt from the obligation to appoint auditors.

By Order of the Board.



I Hanson  
Secretary

Date:

3-10-97

Registered Office  
EMI House  
43 Brook Green  
London  
W6 7EF

## **EMI RECORDS PROCUREMENT SERVICES LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS**

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;
- 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.

The Directors confirm that the accounts comply with the above requirements.

The Directors are responsible for keeping 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 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.

# EMI RECORDS PROCUREMENT SERVICES LIMITED

## BALANCE SHEET - 31 MARCH 1997

	Note	1997 £	1996 £
CURRENT ASSETS: DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR			
Amount due from fellow subsidiary undertaking		1,000 —	1,000 —
CAPITAL AND RESERVES			
Called up share capital	2	1,000 —	1,000 —

For the year in question, the Company was entitled to the exemption conferred by Section 294A(1) — Companies Act 1985 and that no notice has been deposited under Section 249B(2) in relation to its accounts for the financial year.

In preparing this abbreviated balance sheet, we have relied upon the exemptions conferred by Schedule 8, Part 111 of the Companies Act 1985 and we are of the opinion that the Company is entitled to those exemptions on the basis that it qualifies as a small company.

The directors acknowledge their responsibilities for ensuring that the Company keeps accounting records which comply with Section 221 of the Companies Act 1984 and preparing financial statements that show a true and fair view of the state of the Company's affairs at the end of the financial year and which comply with the provisions of the Act applicable to small companies.

The balance sheet was approved by the directors on 30 September 1997

*For Haver*  
*Director*

)  
) Director(s)  
)

## EMI RECORDS PROCUREMENT SERVICES LIMITED

### NOTES TO THE ACCOUNTS

#### 1. BASIS OF ACCOUNTING

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. SHARE CAPITAL	1997 £	1996 £
Authorised, allotted called up and fully paid 1,000 ordinary shares of £1 each	1,000 —	1,000 —

#### 3. DIRECTORS' EMOLUMENTS

No Director received any remuneration during the year in respect of his/her services to the Company.

#### 4. PARENT UNDERTAKING

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the Company is a member is EMI Group plc, which is the ultimate parent undertaking registered in England and Wales. Copies of EMI Group plc's accounts can be obtained from EMI Group plc, 4 Tenterden Street, Hanover Square, London W1A 2AY, England.