WATCHDIRECT LIMITED

Company No. 2476751

FINANCIAL STATEMENTS

<u>30 SEPTEMBER 1995</u>

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DIRECTORS' REPORT

The directors have pleasure in submitting their annual report and financial statements for the year ended 30 September 1995.

Activities

The company did not trade during the current or preceding period.

Dividends

The directors are unable to recommend the payment of a dividend for the year (1994: £nil).

Directors

The directors during the period were as follows:

PEB Cawdron BE Wickham

The directors who held office at the end of the financial period had the following interests in the shares of Grand Metropolitan PLC, the ultimate holding company:

	Ordinary shares of 25p each			Options		
	1995	1994	1994	Granted in year	Exercised in year	1995
BE Wickham	32,763	32,728	110,250	31,098	-	141,348

The above options were held under Grand Metropolitan PLC share option schemes at prices between 243p and 471p per share exercisable by 2005.

The interests of P E B Cawdron in the ultimate holding company are disclosed in the accounts of that company.

Neither of the directors who held office at the end of the financial period had any interests in the shares of the company.

During the year the group maintained directors and officers liability insurance for the directors and officers of the company.

DIRECTORS' REPORT (continued)

Auditors

The company is dormant as defined by Section 250 of the Companies Act 1985 and is duly exempt from the obligation to appoint auditors.

By order of the board

Sussan

SM ADAMS Secretary 10 June 1996

8 Henrietta Place London W1M 9AG

BALANCE SHEET AS AT 30 SEPTEMBER 1995

	Note	<u>1995</u>	1994
Current assets	Note	£	£
Other debtors due within one year		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	3	<u>2</u>	<u>2</u>

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

The financial statements were approved by the board of directors on 10 June 1996 and signed on its behalf by:

BE Wickham

Director

The attached notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

The financial statements have been prepared under the historical cost convention and comply with applicable UK accounting standards.

2. Profit and loss account

There were no profits or losses nor any recognised gains or losses in this or the previous period. Accordingly neither a profit or loss account, a statement of recognised gains or losses or a reconciliation of movements in shareholders' funds have been presented.

3. Called up share capital

	1995	1994
Authorised	~	£
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid 2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

4. Holding company

The company is a wholly owned subsidiary of Grand Metropolitan PLC, a company registered in England, whose accounts may be obtained from Grand Metropolitan PLC, 8 Henrietta Place, London, W1M 9AG.