

## **ELECO BUILDING PRODUCTS LIMITED**

Registered Number: 02734227

### **ACCOUNTS**

**for the year ended 30TH JUNE 2002**

### **I N D E X**

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**ELECO BUILDING PRODUCTS LIMITED****DIRECTORS' REPORT**

The Directors submit their report and accounts for the year ended 30th June 2002.

**RESULTS AND DIVIDEND**

The profit for the financial year was £0. The Directors do not recommend the payment of an ordinary dividend.

**REVIEW OF THE BUSINESS**

The company's principal activity during the year was an investment and holding company.

**DIRECTORS AND THEIR INTERESTS**

The Directors, who served in the year, had the following interests in the ordinary share capital of the holding company, Eleco plc:

	Ordinary Shares of 10p each		Options over Ordinary Shares of 10p each			
	At 30.6.2002	At 1.7.2001 or on appointment	At 30.6.2002	New options granted	Options exercised	At 1.7.2001 or on appointment
L N Holdcroft (appointed 4 June 2001)	Nil	Nil	Nil	Nil	Nil	Nil
D S Dannhauser			(Director of Eleco plc)			

The interests of D S Dannhauser in the shares of the holding company are shown in the accounts of Eleco

The company maintains Directors' and Officers' Liability insurance.

**AUDITORS**

The auditors, Ernst & Young LLP, are automatically re-appointed by virtue of an elective resolution.

Eleco House  
15 Gentlemen's Field  
Westmill Road, Ware  
Herts SG12 0EF

25 March 2003

BY ORDER OF THE BOARD



L.N. Holdcroft  
Secretary

**ELECO BUILDING PRODUCTS LIMITED**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, 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 financial statements; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF****Eleco Building Products Limited**

We have audited the company's financial statements for the year ended 30 June 2002 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 7. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

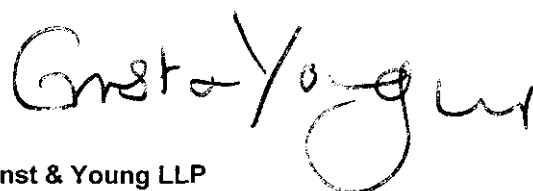
**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 30 June 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP  
Registered Auditor  
Luton  
25 March 2003

**ELECO BUILDING PRODUCTS LIMITED****PROFIT AND LOSS ACCOUNT**  
**for the year ended 30TH JUNE**

	<b><u>2002</u></b> <b><u>£</u></b>	<b><u>2001</u></b> <b><u>£</u></b>
<b>NOTES</b>		
Dividends receivable	-	-
Retained profit for the financial year	-	-
Retained profit brought forward	-	-
Retained profit carried forward	-	-

All company operations are continuing.

The company has no other recognised gains and losses.

**ELECO BUILDING PRODUCTS LIMITED****BALANCE SHEET as at 30TH JUNE**

	<b><u>NOTES</u></b>	<b><u>2002</u></b> <b><u>£</u></b>	<b><u>2001</u></b> <b><u>£</u></b>
<b>FIXED ASSETS</b>			
Investments:			
Shares in related companies	3	<u>371,091</u>	<u>371,091</u>
		371,091	371,091
<b>CURRENT ASSETS</b>			
Debtors	4	<u>100</u>	<u>100</u>
<b>NET CURRENT ASSETS</b>		<u>100</u>	<u>100</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		371,191	371,191
<b>NET ASSETS</b>		<u><u>£ 371,191</u></u>	<u><u>£ 371,191</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	<u>371,191</u>	<u>371,191</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	6	<u><u>£ 371,191</u></u>	<u><u>£ 371,191</u></u>

The financial statements on pages 4 to 7 were approved by the board of directors on 25 March 2003, and signed on its behalf by:



L.N. HOLDCROFT - DIRECTOR

**ELECO BUILDING PRODUCTS LIMITED****NOTES TO THE ACCOUNTS for the year ended 30th June 2002****1 ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below.

**Changes in presentation of financial information:**

The company has adopted the provisions of FRS19 - Deferred Tax.

**Basis of accounting:**

The accounts are prepared under the historical cost convention.

**Tangible fixed assets**

The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition.

**Deferred taxation:**

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse. As permitted by FRS19, deferred tax balances are not discounted to reflect the time value of money.

**Cash flow:**

The company is a wholly owned subsidiary of Eleco plc and the cash flows of the company are included in the consolidated group cash flow statement of Eleco plc. Consequently the company is exempt from the requirement to publish a cash flow statement.

**Group financial statements:**

The financial statements refer only to the company as a single undertaking and are not consolidated.

The company is exempt from publishing group financial statements as it is the subsidiary of an undertaking established under the laws of an EC member and is included in the consolidated accounts of that undertaking.

**Related party transactions:**

As a wholly owned subsidiary, whose results are included in the consolidated financial statements of Eleco plc (see note 7), the company is exempt from the requirement to disclose details of transactions and balances with other group companies. The directors do not consider that any other related party transactions were undertaken in the year.

**2 EMPLOYEES**

The company has no employees (2001: Nil).

**3 SHARES IN RELATED COMPANIES**

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Investment in subsidiary undertakings:		
Eleco Bauprodukte GmbH - (100%)	<u>371,091</u>	<u>371,091</u>

Eleco Bauprodukte GmbH is a trading company incorporated in Germany.

**ELECO BUILDING PRODUCTS LIMITED****NOTES TO THE ACCOUNTS (continued) for the year ended 30th June 2002****4 DEBTORS**

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Due within one year:		
Amount owed by parent undertaking	100	100
	<u>100</u>	<u>100</u>

**5 CALLED UP SHARE CAPITAL**

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Authorised:		
1,000,000 ordinary shares of £1 each	1,000,000	1,000,000
Allotted, called up and fully paid:		
371,191 ordinary shares of £1 each	371,191	371,191

**6 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<u>2002</u>	<u>2001</u>
	<u>£</u>	<u>£</u>
Opening shareholders' funds	371,191	371,191
Closing shareholders' funds	<u>371,191</u>	<u>371,191</u>

**7 ULTIMATE PARENT COMPANY**

The directors regard Eleco plc, a company registered in England and Wales, as the ultimate controlling parent undertaking. Copies of the ultimate controlling parent's consolidated financial statements may be obtained from the Company Secretary, Eleco plc, Eleco House, 15 Gentlemen's Field, Westmill Road, Ware, Herts SG12 0EF.

According to the register kept by the company, Eleco plc, a company incorporated in England and Wales, has a 100% interest in the equity capital of the company at 30th June 2002.