BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

Company number 81133

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BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED

DIRECTORS' REPORT for the year ended 31 March 2007

The directors present their report and the audited financial statements of the company for the year ended 31 March 2007

Principal activity and results

The company has been dormant as defined in Section 249AA of the Companies Act 1985, throughout the year. There are no plans to alter significantly the non-trading status of the company

Directors

The directors who served during the year were as follows

W Tame F Martinelli

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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 year. The directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 March 2007 and that applicable accounting standards have been followed.

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

This report was approved by the Board on 17 July 2007

S'A Billiald Secretary

Registered office: 2 Cavendish Square London W1G 0PX

BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED

BALANCE SHEET as at 31 March 2007

Notes	2007	2006
	£	£
····		-
2	160,000	160,000
2	180,000	180,000
	(340,000)	(340,000)
	2	£ - 160,000 2 180,000

For the year ended 31 March 2007 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985 Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The directors acknowledge their responsibility for

- (i) ensuring the company keeps accounting records which comply with section 221, and
- preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

The financial statements on pages 3 and 4 were approved by the Board on 17 July 2007 and signed on its behalf by

F Martinelli Director

The accompanying notes are an integral part of this balance sheet

1 Accounting policies

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 1985 applicable accounting standards

2 Called-up share capital

caned-up share capital	2007 £	2006 £
Authorised		
51,515 Ordinary shares of £1 each - equity	51,515	51,515
108,485 'B' Ordinary shares of £1 each – equity	108,485	108,485
180,000 6% cumulative preference shares of £1 each – non-equity	180,000	180,000
	340,000	340,000
Allotted, called-up and fully paid		
• • • • • • • • • • • • • • • • • • • •	E4 E4E	E4 E4E
51,515 Ordinary shares of £1 each - equity	51,515	51,515
108,485 'B' Ordinary shares of £1 each – equity	108,485	108,485
180,000 6% cumulative preference shares of £1 each - non-equity	180,000	180,000
	340,000	340,000

The immediate parent company has waived its right to all past and future dividends on the 6% cumulative preference shares

3 Related party transactions

The company has taken advantage of the exemption granted to 90% subsidiaries, by FRS8 Related Party Disclosures, not to disclose transactions with group undertakings

4 Directors' remuneration and employee costs

No director received any remuneration during the year in respect of services to the company (2006 £nil) The company has no employees (2006 none)

5 Ultimate parent company

The company's ultimate parent company is Babcock International Group PLC, a company registered in England and Wales Copies of the Babcock International Group PLC accounts are available from

Company Secretary
Babcock International Group PLC
2 Cavendish Square
London, W1G 0PX