

BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2009

Company number 81133



BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED

**DIRECTORS' REPORT
for the year ended 31 March 2009**

The directors present the audited financial statements of the company for the year ended 31 March 2009.

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 2009 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 15 June 2009.



S A R Billiald
Secretary

Registered office:
33 Wigmore Street
London
W1U 1QX

BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED**BALANCE SHEET
as at 31 March 2009**

| | Notes | 2009 | 2008 |
|--------------------------------------|-------|------------------|-----------|
| | | £ | £ |
| Net assets | | - | - |
| Capital and reserves | | | |
| Called up share capital – equity | 2 | 160,000 | 160,000 |
| Called up share capital – non-equity | 2 | 180,000 | 180,000 |
| Profit and loss account | | (340,000) | (340,000) |
| Shareholders' funds | | - | - |

For the year ended 31 March 2009 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
- (ii) 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 15 June 2009 and signed on its behalf by:



F Martinelli
Director

The accompanying notes are an integral part of this balance sheet.

BABCOCK WOODALL-DUCKHAM (OVERSEAS) LIMITED**NOTES TO THE FINANCIAL STATEMENTS****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

| | 2009 £ | 2008 £ |
|---|----------------|-----------|
| <i>Authorised</i> | | |
| 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 |
| <i>Allotted, called-up and fully paid</i> | | |
| 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 (2008: £nil). The company has no employees (2008: 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
33 Wigmore Street
London, W1U 1QX