

Company Registration No. 855361

**M DEFENCE OVERSEAS LIMITED**

**Report and Financial Statements**

**Year ended 31 March 2007**



**M DEFENCE OVERSEAS LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2007**

**CONTENTS**

<b>Officers and registered office</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Balance sheet</b>	<b>3</b>
<b>Notes to the accounts</b>	<b>4</b>

**M DEFENCE OVERSEAS LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2007**

**OFFICERS AND REGISTERED OFFICE**

**DIRECTORS**

C G Donaldson

K D Smith

**SECRETARY**

C G Donaldson

**REGISTERED OFFICE**

New Century Park

PO Box 53

Coventry

CV3 1HJ

# **M DEFENCE OVERSEAS LIMITED**

## **DIRECTORS' REPORT**

The Directors present their report and the financial statements of the Company for the year ended 31 March 2007

This Directors' report has been prepared in accordance with the special provisions relating to small companies under section 246 (4) of the Companies Act 1985

## **PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS**

The Company did not trade during the year and did not trade during the previous year The Directors do not anticipate that the Company will resume trading in the foreseeable future

## **RESULTS AND DIVIDENDS**

The Company made neither a profit nor a loss for the year ended 31 March 2007 (2006 £nil) The Directors do not recommend the payment of a dividend (2006 £nil)

## **DIRECTORS**

The Directors holding office since 1 April 2006 are listed below

C G Donaldson  
K D Smith

## **POST BALANCE SHEET EVENT**

On 25 September 2007 Co-Investment No 5 L P Incorporated ("CILP") a limited partnership whose general partner is advised by Pension Corporation LLP made an offer for **telent** plc of 600p per **telent** share The terms of the acquisition value **telent** at approximately £398 million and the Directors of **telent**, who have been so advised by Lazard, consider the terms of the Offer to be fair and reasonable

Details of the Offer were circulated to all shareholders in an offer document on 2 October 2007 and acceptances of the Offer are due to be received not later than 1 00 pm on 23 October 2007 (London time) A copy of the offer document can be found on the **telent** website ([www.telent.com](http://www.telent.com))

By Order of the Board



C G Donaldson  
Director

9<sup>TH</sup> OCTOBER 2007

# M DEFENCE OVERSEAS LIMITED

## BALANCE SHEET

At 31 March

	Note	2007 £000	2006 £000
<b>CURRENT ASSETS</b>			
Debtors: Amounts falling due within one year			
Amounts due from ultimate parent company		90	90
<b>NET CURRENT ASSETS AND NET ASSETS</b>		<u>90</u>	<u>90</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	3	-	-
Profit and loss account		90	90
<b>SHAREHOLDER'S FUNDS</b>		<u>90</u>	<u>90</u>

## STATEMENTS

- (a) For the year ended 31 March 2007 the Company was entitled to exemption from audit under section 249AA(1) of the Companies Act 1985 (the "Act")
- (b) Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Act
- (c) The Directors acknowledge their responsibility for
- i ensuring the Company keeps accounting records which comply with section 221 of the Act, and
  - ii preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 226 of the Act, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the Company

The financial statements were approved by the Board of Directors on 9<sup>TH</sup> OCTOBER 2007

Signed on behalf of the Board of Directors by



C G Donaldson  
Director

# M DEFENCE OVERSEAS LIMITED

## NOTES TO THE ACCOUNTS

At 31 March 2007

### 1. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

#### Taxation

Taxation on profit on ordinary activities is that which has been paid or becomes payable in respect of profits for the year, after taking account of adjustments in respect of prior period liabilities. Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income or expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded, as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Profit and loss account

The Company has been non-trading during the current and preceding financial years. Accordingly, neither a Profit and Loss Account, nor a Statement of Total Recognised Gains and Losses, has been prepared.

### 2. DIRECTORS AND EMPLOYEES

The Directors are employed and remunerated by other companies in the **telent** Group. They do not receive any remuneration specifically for their services as Directors of the Company (2006: £nil). The Company had no employees during the year (2006: none).

### 3. CALLED UP SHARE CAPITAL

	2007 £	2006 £
<b>Authorised:</b>		
100 ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid:</b>		
2 ordinary shares of £1 each	2	2

### 4. RELATED PARTY DISCLOSURES

The Company is a wholly owned subsidiary of **telent** plc, in whose consolidated financial statements, which are publicly available, the Company is included. Advantage has been taken of the exemption permitted by Financial Reporting Standard 8 not to disclose transactions with entities that are part of the **telent** Group or investees of the Group qualifying as related parties. Balances with these entities are disclosed in the balance sheet on page 3 of these financial statements.

### 5. PARENT UNDERTAKING

The Company's immediate parent undertaking is **telent** Communications Limited.

The Company's ultimate parent undertaking and controlling company is **telent** plc, which is the only parent undertaking to consolidate the financial statements of the Company.

Copies of the financial statements of **telent** plc are available from the Secretary at New Century Park, P O Box 53, Coventry, CV3 1HJ.

## **M DEFENCE OVERSEAS LIMITED**

### **NOTES TO THE ACCOUNTS**

**At 31 March 2007**

#### **6. POST BALANCE SHEET EVENT**

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