

# **Total Process Solutions (Europe) Limited**

**Directors' report and financial statements**

**31 December 1996**

Registered number 2475731



# Total Process Solutions (Europe) Limited

## Directors' report and financial statements

<i>Contents</i>	<i>Page</i>
Directors' report	1
Statement of directors' responsibilities	2
Auditor's report	3
Profit and loss account	4
Balance sheet	5
Notes	6-8

# Total Process Solutions (Europe) Limited

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1996.

### Principal activities

The company did not trade during this year or the previous year.

### Results and dividends

The results for the year ended 31 December 1996 are shown in the profit and loss account detailed on page 4. The directors do not recommend the payment of a dividend (1995:£nil).

### Directors and director's interests

The directors who held office during the year were as follows:

RG Cara

MD Connoles (appointed 11 September 1996; resigned 18 July 1997)

FS Hitchcock (appointed 18 July 1997)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

The interests of RG Cara in the share capital of the ultimate parent company, Proudfoot PLC, are disclosed in the annual report of that company.

MD Connoles was granted the option to acquire 15,000 ordinary shares of 25p each on 28 March 1996 and 55,000 ordinary shares of 25p each on 3 October 1996 in Proudfoot PLC. MD Connoles did not exercise the options during the year.

### Auditor

Pursuant to a shareholders' resolution, the company is not obliged to reappoint its auditor annually and KPMG Audit Plc will therefore continue in office.

By order of the board

  
RG Cara  
Director

Surrey House  
34 Eden Street  
Kingston-upon-Thames  
KT1 1ER

# Total Process Solutions (Europe) 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 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;
- 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 him to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Audit Plc

PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

Auditor's report to the members of Total Process Solutions (Europe) Limited

We have audited the financial statements on pages 4 to 8.

*Respective responsibilities of directors and auditor*

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

*Basis of opinion*

We conducted our audit in accordance with 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 31 December 1996 and of the results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

30 December 1997

# Total Process Solutions (Europe) Limited

## Profit and loss account

*for the year ended 31 December 1996*

	<i>Note</i>	<b>1996</b> £	<b>1995</b> £
Interest payable and similar charges		<u>(2,271)</u>	<u>(271)</u>
Loss on ordinary activities before taxation	2	(2,271)	(271)
Taxation	3	<u>12,392</u>	<u>-</u>
Retained profit/(loss) for the financial year		10,121	(271)
Retained profit brought forward		<u>52,446</u>	<u>52,717</u>
Retained profit carried forward		<u>62,567</u>	<u>52,446</u>

There were no recognised gains or losses in the year other than those set out above.


There is no difference between the reported result and the historical cost result.

# Total Process Solutions (Europe) Limited

## Balance sheet at 31 December 1996

	<i>Note</i>	1996 £	1995 £
<b>Current assets</b>			
Debtors	4	62,569	123,507
		<u>62,569</u>	<u>123,507</u>
<b>Creditors: amounts falling due within one year</b>	5	-	(71,059)
		<u>-</u>	<u>(71,059)</u>
<b>Net current assets</b>		<u>62,569</u>	<u>52,448</u>
<b>Capital and reserves</b>			
Called up share capital	6	2	2
Profit and loss account		62,567	52,446
		<u>62,567</u>	<u>52,446</u>
<b>Equity shareholders' funds</b>	7	<u>62,569</u>	<u>52,448</u>

These financial statements were approved by the board of directors on 30 December 1997 and were signed on its behalf by:

  
RG Cara  
Director

# Total Process Solutions (Europe) Limited

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

#### *Turnover*

The company did not trade during the year.

#### *Cash flow statement*

The company is exempt under Financial Reporting Standard No 1 from the requirement to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Proudfoot PLC and its cash flows are included within the consolidated cash flow statement of that company.

#### *Taxation*

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

#### *Foreign currencies*

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date.

### 2 Loss on ordinary activities before taxation

The auditor's remuneration was borne by the holding company in the current and prior year.

The auditors received £nil (1995:£nil) for other professional services rendered during 1996.

There were no employees in the year other than the directors. The directors received no remuneration from the company (1995: £nil).



# Total Process Solutions (Europe) Limited

## Notes (continued)

### 3 Taxation

	1996 £	1995 £
Over provision in prior year	<u>12,392</u>	<u>-</u>

### 4 Debtors

	1996 £	1995 £
Amounts falling due within one year		
Amounts owed by fellow subsidiary undertakings	<u>62,569</u>	<u>123,507</u>

### 5 Creditors: amounts falling due within one year

	1996 £	1995 £
Amounts owed to group undertakings	-	58,667
Other creditors including taxation and social security:		
Corporation tax	<u>-</u>	<u>12,392</u>
	<u>-</u>	<u>71,059</u>

### 6 Called up share capital

	1996 £	1995 £
Equity		
<i>Authorised</i>		
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

# Total Process Solutions (Europe) Limited

## Notes *(continued)*

### 7 Reconciliation of the movement in shareholders' funds

	1996 £	1995 £
Profit/(loss) for financial year	10,121	(271)
Opening shareholders' funds	<u>52,448</u>	<u>52,719</u>
Closing shareholders' funds	<u>62,569</u>	<u>52,448</u>

### 8 Ultimate parent company

The company is a subsidiary undertaking of Proudfoot PLC which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the accounts are consolidated is that headed by Proudfoot PLC. Copies of the accounts of Proudfoot PLC are available to the public and may be obtained from Proudfoot PLC, Surrey House, 34 Eden Street, Kingston-upon-Thames, KT1 1ER.