

**SEEBOARD International Limited**

**Directors' Report and Financial Statements**

**31 March 1996**

**Registered number 2693107**



# **SEEBOARD International Limited**

## **Directors' report and financial statements**

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# **SEEBOARD International Limited**

## **Directors' Report**

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

### **Principal Activities**

SEEBOARD International Limited has been established to offer a full range of power consultancy services primarily to overseas customers.

### **Business Review**

SEEBOARD International Limited has completed its third year of operation during which time it has achieved most of its goals with respect to : establishing itself with bilateral and multilateral aid agencies, governments and utilities; winning a number of contracts across the world market. The company has established itself as a recognised expert in preparing utilities for commercialisation/privatisation and has major contracts in Africa, India and South East Asia.

### **Proposed Dividend and Transfer to Reserves**

The directors do not recommend the payment of a dividend (1995 : £ nil). The loss for the year retained in the company is £56,012 (1995 : £246,410).

### **Directors and Directors' Interests**

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

A J K Goodwin  
P S Hofman  
J Weight  
J Croxford  
R A Hayden  
J McSweeney (appointed 12.1.96)  
C O'Duinn  
L Healy (resigned 1.8.95)

None of the directors who held office at 31 March 1996 had any interest in the shares of the company.

### **Liability Insurance**

During the year the company maintained liability insurance for its directors.

### **Political and Charitable Contributions**

The company made no political or charitable contributions during the year.

# SEEBOARD International Limited

## Directors' Report

### Auditors

KPMG are willing to continue as auditors, and a resolution proposing their appointment and the determination of their fees, will be presented at the forthcoming Annual General Meeting.

By Order of the Board



**M A Nagle**  
Company Secretary

Forest Gate  
Brighton Road  
Crawley  
West Sussex  
RH11 9BH

2 December 1996

# **SEEBOARD International 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 maintaining 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 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.

# KPMG

8 Salisbury Square  
London  
EC4Y 8BB

## Auditors' report to the members of SEEBOARD International Limited

We have audited the financial statements on pages 5 to 12.

### Respective Responsibilities of Directors and Auditors

As described on page 3 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 the company's affairs as at 31 March 1996 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG  
Chartered Accountants  
Registered Auditors

*Dr. [Signature]* 1996

# SEEBOARD International Limited

## Profit and loss account for the year ended 31 March 1996

	Note	1996 £	1995 £
Turnover		1,804,191	323,244
Cost of Sales		(1,523,820)	(244,268)
<b>Gross Profit</b>		<b>280,371</b>	<b>78,976</b>
Administration expenses		(344,831)	(338,211)
<b>Operating loss</b>		<b>(64,460)</b>	<b>(259,235)</b>
Net Interest receivable and similar income	5	8,448	12,825
<b>Loss on ordinary activities</b>	2	<b>(56,012)</b>	<b>(246,410)</b>
<b>Retained loss for the financial year</b>	10	<b>(56,012)</b>	<b>(246,410)</b>

The turnover and operating loss in the year arose entirely from continuing operations.

There are no recognised gains or losses other than those shown in the above profit and loss account (1995 £nil).

The movement in the profit and loss reserve is shown in note 10.

The notes on pages 7 to 12 form part of these financial statements.

# SEEBOARD International Limited

## Balance sheet at 31 March 1996

	Note	£	1996 £	£	1995 £
<b>Current assets</b>					
Debtors	6	465,759		292,963	
Cash at bank and in hand		599,897		135,175	
		<u>1,065,656</u>		<u>428,138</u>	
<b>Creditors: amounts falling due within one year</b>	7	<b>(1,063,487)</b>		<b>(369,505)</b>	
<b>Net current assets</b>			<b>2,169</b>		<b>58,633</b>
<b>Provisions for liabilities and charges</b>	8		<b>(5,000)</b>		<b>(5,452)</b>
<b>Net (liabilities)/assets</b>			<b>(2,831)</b>		<b>53,181</b>
<b>Capital and reserves</b>					
Called up share capital	9		500,000		500,000
Profit and loss account	10		(502,831)		(446,819)
	10		<u>(2,831)</u>		<u>53,181</u>

These financial statements were approved by the board of directors on 26 September 1996 and were signed on its behalf by :



**C O'Duinn**  
Director



**P S Hofman**  
Director

The notes on pages 7 to 12 form part of these financial statements.



# **SEEBOARD International 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 for Preparation**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention in accordance with the Companies Act 1985.

#### **Going Concern**

These financial statements have been prepared on a going concern basis on the assumption that the company will continue in operational existence for the foreseeable future. In the event that this basis is not appropriate then adjustment may have to be made to the value of assets to reflect their recoverable amount and to provide for any further liabilities arising.

#### **Cashflow Statement**

Under Financial Reporting Standard No 1, the company is exempt from the requirement to prepare a cashflow statement on account of its size.

#### **Taxation**

The charge for taxation is based on the profit 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.

#### **Turnover**

Turnover represents the amounts (excluding Value Added Tax) derived from the provision of goods and services during the year.

#### **Leases**

Rental costs under 'operating leases' are charged to the profit and loss account on a straight line basis over the life of the lease.

# SEEBOARD International Limited

## Notes (continued)

### Foreign Exchange

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

### Contracts

The amount of profit attributable to the stage of completion of a contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses which are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover.

Amounts recoverable on contracts are included in debtors and represents turnover recognised in excess of payments on account.

### Joint Ventures

Results on joint venture contracts are incorporated into the accounts on a proportional basis, where practicable.

## 2. Loss on Ordinary Activities before Taxation

	1996	1995
	£	£
<b>Loss on ordinary activities before taxation is stated after charging</b>		
Operating lease rentals	16,465	9,693
Auditors' remuneration:		
Audit	600	600
Other	-	2,020
	<hr/>	<hr/>

# SEEBOARD International Limited

## Notes (continued)

### 3. Staff Numbers and Costs

The average number of persons employed by the company (excluding directors) during the year was three (1995 : two).

The aggregate payroll costs were as follows :

	1996	1995
	£	£
Wages and salaries	128,894	60,739
Social security costs	7,306	6,192
Other pension costs	5,814	4,340
	<hr/>	<hr/>
	142,014	71,271
	<hr/>	<hr/>

### 4. Remuneration of Directors

	1996	1995
	£	£
Salaries	53,575	39,000
Benefits	6,442	6,414
Pension contributions	3,960	2,970
	<hr/>	<hr/>
	63,977	48,384
	<hr/>	<hr/>

The emoluments, excluding pension contributions, of the Chairman were £nil (1995 £nil) and those of the highest paid director were £60,017 (1995 : £45,414). None of the other directors received any emoluments during the year from the company.

# SEEBOARD International Limited

## Notes (continued)

### 5. Net Interest Receivable and Similar Income

	1996 £	1995 £
Exchange gains/(losses)	(54)	(1,414)
Other interest receivable	14,171	14,239
Interest payable	(5,669)	-
	<hr/>	<hr/>
	8,448	12,825
	<hr/>	<hr/>

### 6. Debtors

	1996 £	1995 £
Amounts due within one year		
Trade debtors	66,510	110,939
Other debtors	334,772	176,568
Prepayments and accrued income	64,477	5,456
	<hr/>	<hr/>
	465,759	292,963
	<hr/>	<hr/>

### 7. Creditors: amounts falling due within one year

	1996 £	1995 £
Trade creditors	40,185	145,928
Other creditors	284,972	74,019
Amounts due to parent companies	133,649	37,569
Accruals and deferred income	504,681	111,989
Loans to shareholders	100,000	-
	<hr/>	<hr/>
	1,063,487	369,505
	<hr/>	<hr/>

# SEEBOARD International Limited

## Notes (continued)

### 8. Provisions for Liabilities and Charges

	Retention Provision £
At beginning of year	5,452
Profit and loss account credit	(452)
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At end of year	5,000
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### 9. Called up Share Capital

	1996 £	1995 £
<b>Authorised</b>		
Ordinary Shares of £1 each	1,000,000	1,000,000
	<hr/>	<hr/>
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	500,000	500,000
	<hr/>	<hr/>

### 10. Reconciliations of Movements in Shareholders' funds

	Share Capital £	Profit and loss £	Shareholders' Funds £
At beginning of year	500,000	(446,819)	53,181
Retained loss for the financial year	-	(56,012)	( 56,012)
	<hr/>	<hr/>	<hr/>
At end of year	500,000	(502,831)	(2,831)
	<hr/>	<hr/>	<hr/>

# SEEBOARD International Limited

## Notes (continued)

### 11. Commitments

There were no capital commitments either contracted or authorised but not contracted for at the year end.

Annual commitments under non-cancellable operating leases are as follows :

	1996 £	1995 £
Other operating leases which expire:		
In the second to fifth years inclusive	3,319	11,465
	<hr/>	<hr/>