

Company Number: 2876729

**BAS CONSULTANCY LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31st DECEMBER 1998**



**BAS CONSULTANCY LIMITED**

**CONTENTS**

	<u>Pages</u>
OFFICERS AND ADVISERS	1
REPORT OF THE DIRECTORS	2 - 3
REPORT OF THE AUDITOR	4
PROFIT AND LOSS ACCOUNT	5
BALANCE SHEET	6
NOTES TO THE FINANCIAL STATEMENTS	7 - 11

**BAS CONSULTANCY LIMITED**

**OFFICERS AND ADVISERS**

Directors:

C. Cole  
M.S. Paul  
R.G.M. Cook

Secretary:

M.S. Paul

Auditor:

KPMG Audit Plc  
8 Salisbury Square  
London  
EC4Y 8BB

Bankers:

Barclays Bank plc  
8-9 Hanover Square  
London  
W1A 4ZW

Registered Office:

Buchanan House  
24 – 30 Holborn  
London  
EC1N 2HS

## **BAS CONSULTANCY LIMITED**

### **REPORT OF THE DIRECTORS**

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31st December 1998.

#### **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The principal activity of the company is the provision of building and architectural services. As part of the restructuring of the WSP group of companies the company is winding down its contracts and all new contracts are being undertaken by WSP Facilities Management plc.

#### **RESULTS AND DIVIDEND**

The company's results for the year are set out in the profit and loss account on page 5. The directors do not recommend the payment of a final dividend (1997: £Nil).

#### **DIRECTORS AND THEIR INTERESTS**

The directors of the company at the date of this report are set out below.

C. Cole  
M.S. Paul  
R.G.M Cook

The directors had no beneficial interests in the share capital of the company. The beneficial interests of C. Cole and M.S. Paul in the share capital of the ultimate parent company, WSP Group plc is disclosed in that company's financial statements.

#### **DIRECTORS' LIABILITY INSURANCE**

As permitted by Section 310 of the Companies Act 1985, the company has purchased insurance cover in respect of directors' and officers' liabilities.

**BAS CONSULTANCY LIMITED**

**REPORT OF THE DIRECTORS (CONTINUED)**

**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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies 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 them to ensure that the financial statements comply with the Companies Act 1985. They have a 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.

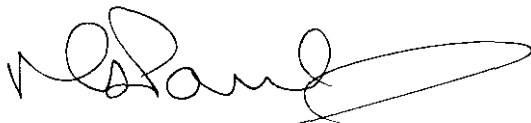
**FIXED ASSETS**

All of the tangible fixed assets were transferred to WSP Facilities Management plc during the year.

**AUDITOR**

In accordance with section 385 of the Companies Act 1985, a resolution to re-appoint KPMG Audit Plc as auditor of the company will be proposed at the forthcoming Annual General Meeting.

**BY ORDER OF THE BOARD**



**M.S. PAUL**  
*Secretary*

Buchanan House  
24 - 30 Holborn  
London  
EC1N 2HS

16 JULY 1999

## **REPORT OF THE AUDITOR**

to the member of

**BAS CONSULTANCY LIMITED**

We have audited the financial statements on pages 5 to 11.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR**

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 31st December 1998 and of its result 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

*19 July 1999*

**LONDON**

**BAS CONSULTANCY LIMITED**

**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

	Notes	12 mths ended 31 December 1998 £	9 mths ended 31 December 1997 £
<b>Turnover</b>	2	918,164	916,950
Net operating expenses		(918,164)	(828,404)
<b>Operating profit</b>		-	88,546
Interest payable and similar charges		-	(3,794)
<b>Profit on ordinary activities before taxation</b>	3	-	84,752
Taxation	5	-	(7,277)
<b>Profit for the financial period</b>		-	77,475

All turnover is derived from discontinuing operations

There were no recognised gains or losses other than the results shown above.

The notes on pages 7 to 11 form part of these financial statements.

**BAS CONSULTANCY LIMITED**

**BALANCE SHEET**  
**AS AT 31ST DECEMBER 1998**

	<u>Notes</u>		<u>1998</u>	<u>1997</u>
		<u>£</u>	<u>£</u>	<u>£</u>
<b>FIXED ASSETS</b>				
Tangible assets	6		-	96,637
<b>CURRENT ASSETS</b>				
Debtors	7	480,191	570,695	
Cash at bank and in hand		54,110	1,968	
		-----	-----	
		534,301	572,663	
<b>CREDITORS: amounts falling due within one year</b>	8	(450,595)	(569,591)	
		-----	-----	
<b>NET CURRENT ASSETS</b>			83,706	3,072
			-----	-----
<b>Total assets less current liabilities</b>			83,706	99,709
<b>CREDITORS: amounts falling due after more than one year</b>			-	(16,003)
			-----	-----
<b>NET ASSETS</b>			83,706	83,706
			=====	=====
<b>CAPITAL AND RESERVES</b>				
Called up share capital	10,11		4	4
Profit and loss account	11		83,702	83,702
			-----	-----
<b>Equity shareholder's funds</b>	11		83,706	83,706
			=====	=====

The financial statements set out on pages 5 to 11 were approved by the board of directors and were signed on its behalf by:



**C. COLE**  
*Director*

16 July 1999

The notes on pages 7 to 11 form part of these financial statements.



## **BAS CONSULTANCY LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **FOR THE YEAR ENDED 31ST DECEMBER 1998**

#### **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 the Companies Act 1985 and applicable accounting standards using the historical cost basis of accounting.

##### **Turnover**

Turnover represents fees earned in respect of work carried out in the period in the ordinary course of business, net of value added tax.

##### **Depreciation**

Depreciation is provided at rates calculated to write off the cost of tangible fixed assets by equal annual instalments over their expected useful lives. The rates applicable are as follows:

Motor vehicles	25%
Office equipment	20-33%
Fixtures and fittings	10%

##### **Work in progress**

For long term contracts, work in progress is stated at cost plus attributable profits less foreseeable losses and progress payments received and receivable and is disclosed under debtors as amounts recoverable on contracts.

Cost comprises direct labour and attributable overheads. Attributable profit is that proportion of the total profit currently estimated to arise over the duration of a contract, which may reasonably be attributed to the work carried out at the balance sheet date. Foreseeable losses are all losses currently expected to arise on contracts in progress, irrespective of their stage of completion at the balance sheet date. Progress payments receivable in excess of the value of work executed on individual contracts are included in creditors under the heading, payments received on account. In the case of short term projects, profit is recognised at the end of the contract.

##### **Deferred taxation**

Deferred taxation arising as a result of timing differences between the profit as computed for taxation purposes and that stated in the financial statements is provided under the liability method when, in the opinion of the directors, there is a reasonable probability of a material reversal of a timing difference in the foreseeable future.

##### **Leasing and hire purchase**

The capital cost of equipment acquired under finance leases and hire purchase agreements is capitalised. Finance costs are charged to the profit and loss account over the period of the agreement. Obligations under finance leases and hire purchase agreements are included in creditors net of finance costs allocated to future periods. Rentals paid under operating leases are charged to the profit and loss account as incurred.

##### **Cashflow statement**

The company is exempt from the requirement of Financial Reporting Standard 1 (FRS 1) to prepare a cashflow statement as it is wholly owned by WSP Group plc and its cashflows are included within the consolidated cashflow statement of the Group.

**BAS CONSULTANCY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

**2. TURNOVER**

Turnover represents fees earned in respect of work carried out in the year in the ordinary course of business with third parties, net of value added tax.

The turnover is attributable to the principal activity of the company and represents services provided in the United Kingdom.

**3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

12 mths ended	9 mths ended
31 December	31 December
1998	1997
£	£

Profit on ordinary activities before taxation is stated after charging:

Auditor's remuneration	2,500	5,000
Operating lease rentals - equipment and plant	3,987	7,977
Management charge	770,662	-
	=====	=====

**4. STAFF NUMBERS AND COSTS**

All of the company's contracts were undertaken by staff employed by WSP Facilities Management plc ( a fellow group subsidiary) and these costs were recharged to the company by way of a management charge.

**5. TAXATION**

12 mths ended	9 mths ended
31 December	31 December
1998	1997
£	£

UK corporation tax at Nil% (1997: 31.5%)	-	7,277
	=====	=====

No provision for taxation has been made as the company made a loss for taxation purposes which has been utilised via group relief.

**BAS CONSULTANCY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

**6 TANGIBLE FIXED ASSETS**

	Office equipment	Motor vehicles	Fixtures & Fittings	Total
	£	£	£	£
<b>COST</b>				
At 1 <sup>st</sup> January 1998	90,325	83,582	13,976	187,883
Disposals	(90,325)	(83,582)	(13,976)	(187,883)
	-----	-----	-----	-----
At 31 <sup>st</sup> December 1998	-	-	-	-
	-----	-----	-----	-----
<b>DEPRECIATION</b>				
At 1 <sup>st</sup> January 1998	46,714	31,669	12,863	91,246
Disposals	(46,714)	(31,669)	(12,863)	(91,246)
	-----	-----	-----	-----
At 31 <sup>st</sup> December 1998	-	-	-	-
	-----	-----	-----	-----
<b>NET BOOK VALUE</b>				
At 31 <sup>st</sup> December 1998	-	-	-	-
	=====	=====	=====	=====
At 31 <sup>st</sup> December 1997	43,611	51,913	1,113	96,637
	=====	=====	=====	=====

**7. DEBTORS**

	1998	1997
	£	£
Trade debtors	245,217	186,954
Amounts recoverable on contracts	-	125,997
Amounts owed by group undertakings	225,496	234,413
Other debtors	9,478	2,564
Prepayments and accrued income	-	20,767
	-----	-----
	480,191	570,695
	=====	=====

**8. CREDITORS: amounts falling due within one year**

	1998	1997
	£	£
Obligations under finance leases and hire purchase contracts	-	14,440
Trade creditors	111,248	110,630
Amounts owed to group undertakings	338,644	350,379
Corporation tax	-	2,082
Other taxes and social security costs	703	67,937
Other creditors and accruals	-	24,123
	-----	-----
	450,595	569,591
	=====	=====

**BAS CONSULTANCY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

**9. PROVISIONS FOR LIABILITIES AND CHARGES**

At 31st December 1998, the amount provided for deferred taxation and the full potential liability was £Nil.

**10. CALLED UP SHARE CAPITAL**

	<u>1998</u> £	<u>1997</u> £
Authorised: 100 ordinary shares of £1 each	100 =====	100 =====
Allotted, called up and fully paid: 4 ordinary shares of £1 each	4 =====	4 =====

**11. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS**

	Share Capital £	Profit and loss account £	Shareholder's funds £
At 1 <sup>st</sup> January 1998 and at 31st December 1998	4 =====	83,702 =====	83,706 =====

**12. YEAR 2000**

The Year 2000 will affect many entities worldwide as a number of electronic systems which use date functions will recognise the change in year from 1999 to 2000 incorrectly and cease to function, or process data incorrectly. An internal review has been carried out of software used by the company to assist in assessing associated risks and uncertainties. Work carried out to date includes the modification and upgrade of hardware and software which will be affected.

**13. RELATED PARTY TRANSACTIONS**

The company is exempt under Financial Reporting Standard 8 (FRS8: Related Party Transactions) in that more than 90% of the company's voting rights are controlled within the WSP group of companies. The company has therefore not separately disclosed all transactions with other group companies qualifying as related parties.

**BAS CONSULTANCY LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31ST DECEMBER 1998**

**14. POST BALANCE SHEET EVENTS**

As part of the restructuring of the WSP group of companies the company is winding down its contracts and all new contracts are being undertaken by WSP Facilities Management plc.

**15. ULTIMATE PARENT COMPANY**

The ultimate parent undertaking of BAS Consultancy Limited is WSP Group plc, incorporated in England. WSP Group plc is the only group for which group financial statements including BAS Consultancy Limited are drawn up. The consolidated accounts of WSP Group plc are available to the public and may be obtained from WSP Group plc, Buchanan House, 24 – 30 Holborn, London, EC1N 2HS.