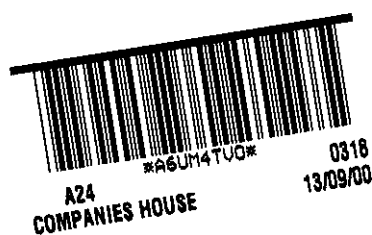


# **THE ENERGY SERVICES COMPANY (G.B.) LIMITED**

**Accounts for the period 9 November 1998 to 31 March 2000**

**together with directors' and auditors' reports**

**Registered Number: 3664148**



## **Directors and Advisors**

### **Director**

Dr C M B Rodrigues

Mr W A Cramond

Mr T D Richmond

### **Company Secretary**

Mr J D T Greig

### **Registered Office**

Badminton Court

Church Street

Amersham

Bucks

HP7 0DD

## **Directors' Report**

### **For the period 9 November 1998 to 31 March 2000**

The directors present their annual report on the affairs of the company, together with the accounts, for the period from 9 November 1998 to 31 March 2000.

#### **Directors' Responsibilities**

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and the profit or loss of the company for that year. In preparing those accounts, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are prudent and reasonable;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 the accounts 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.

#### **Principal Activities**

The company was incorporated on 9 November 1998. In the period under report the company has not traded.

#### **Directors and their Interests**

The directors who served during the period and subsequent to the period-end was as follows:

Dr C M B Rodrigues (appointed 1 January 1999)

Mr W A Cramond (appointed 14 February 2000)

Mr T D Richmond (appointed 14 February 2000)

Combined Nominees Limited (resigned 1 January 1999)

Combined Secretarial Services Limited (resigned 1 January 1999)

According to the register of directors' interests maintained under the Companies Act 1985, the directors who held office at 31 March 2000 and their immediate families have no shares in or options to subscribe for shares in the company. The interests of Dr CMB Rodrigues and Mr T D Richmond in the ultimate parent company, Babcock International Group plc, are shown in the accounts of CMR Consultants Limited. The interests of Mr W A Cramond in the ultimate parent company, Babcock International Group plc, are shown in Babcock Rosyth Industries Limited, a fellow group undertaking.

There have been no changes to the directors' interests in shares or options between 31 March 2000 and the date of this report.

#### **Auditors**

The company has elected pursuant to s386 Companies Act 1985 to dispense with the obligation to appoint auditors annually.

## **Directors' Report (continued)**

**For the period 9 November 1998 to 31 March 2000**

### **Change in Ownership**

On 14 February 2000, the parent undertaking of the company, CMR Consultants Limited, was acquired by Babcock Engineering Services limited, a wholly owned subsidiary of Babcock International Group PLC.

By order of the Board

A handwritten signature in black ink, appearing to read 'W A Cramond', written in a cursive style.

W A Cramond

Director

31 August 2000

# **Auditors' Report**

**For the period 9 November 1998 to 31 March 2000**

## **To the Shareholders of The Energy Services Company (G.B.) Limited**

We have audited the accounts on pages 5 to 8, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

### **Respective Responsibilities of the Directors and the Auditors**

As described on page 2, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

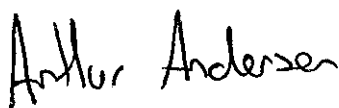
### **Basis of Opinion**

We have 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

### **Opinion**

In our opinion the accounts give a true and fair view of the state of the company's affairs at 31 March 2000 and of the loss of the company for the period then ended, and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen  
Chartered Accountants & Registered Auditors  
18 Charlotte Square  
Edinburgh  
EH2 4DF

31 August 2000

## **Profit and Loss Account**

**For the period 9 November 1998 to 31 March 2000**

|  | Notes | Period from<br>9 Nov 1998<br>to 31 Mar<br>2000<br>£ |
|--|-------|---|
| <b>Turnover</b>                                    |       | -   |
| Cost of Sales                                      |       | -   |
| <b>Gross Profit</b>                                |       | -   |
| Administrative expenses                            |       | (15)  |
| <b>Loss before interest and taxation</b>           |       | (15)  |
| Other interest receivable and similar income       |       | -   |
| <b>Loss on ordinary activities before taxation</b> |       | (15)  |
| Tax on profit for the financial period             |       | -   |
| <b>Loss for the financial period</b>               |       | (15)  |
| <b>Retained loss at beginning of period</b>        |       | -   |
| <b>Retained loss at end of period</b>              | 5     | (15)  |

All profit and loss items relate to continuing operations.

There are no recognised gains or losses other than the retained loss.

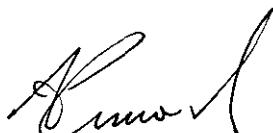
The accompanying notes are an integral part of this profit and loss account.

## Balance Sheet

As at 31 March 2000

|                                   | Notes | 31 March<br>2000<br>£ |
|-----------------------------------|-------|-----------------------|
| <b>Current Assets</b>             |       |                       |
| Debtors                           | 3     | 2                     |
| Cash at bank and in hand          |       | <u>3</u>              |
| <b>Net Assets</b>                 |       | <u><u>5</u></u>       |
| <br><b>Capital and Reserves</b>   |       |                       |
| Called-up equity share capital    | 4     | 20                    |
| Profit and loss account           |       | <u>(15)</u>           |
| <b>Equity Shareholders' Funds</b> | 5     | <u><u>5</u></u>       |

Signed on behalf of the Board



W A Cramond

Director

31 August 2000

The accompanying notes are an integral part of this profit and loss account.

## Notes to the accounts

For the period 9 November 1998 to 31 March 2000

### 1 Accounting Policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, are set out below.

#### a) Basis of accounting

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

#### b) Cash Flow Statement

The company has taken advantage of the small company exemption in Financial Reporting Standard 1 (Revised), to dispense with the requirement to publish a cash flow statement in its accounts.

#### c) Deferred Taxation

Provision is made for deferred taxation, using the liability method, to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

#### d) Related Party Transactions

The company, as a wholly owned subsidiary, has taken advantage of the exceptions granted under Financial Reporting Standard 8 by not disclosing transactions with other members of the group.

### 2 Staff Costs

No remuneration was paid to any director in respect of their services to the company.

### 3 Debtors

|  | 31 March<br>2000 |
|--|------------------|
|  | £                |
| Amounts owed by other group undertakings | <u>2</u>         |

### 4 Share Capital

|   | 31 March<br>2000 | 31 March<br>2000 |
|---|------------------|------------------|
|   | Number           | £                |
| <b>Authorised</b>                         |                  |                  |
| Ordinary Shares of £1                     | <u>100</u>       | <u>100</u>       |
| <b>Allotted, Called-up and Fully Paid</b> |                  |                  |
| Ordinary Shares of £1                     | <u>20</u>        | <u>20</u>        |

Share capital consists entirely of equity shares.



## Notes to the accounts (continued)

For the period 9 November 1998 to 31 March 2000

### 5 Reconciliation of Movements in Shareholders' Funds

|   | Period from<br>9 Nov 1998<br>to 31 March<br>2000 |
|---|--|
|   | £  |
| Issue of Ordinary shares on incorporation | 2  |
| Issue of Ordinary shares on incorporation | 18   |
| Loss for the financial year               | (15)   |
| Net Increase to Shareholders' Funds       | <u>5</u>   |
| Opening Shareholders' Funds               | -  |
| Closing Shareholders' Funds               | <u><u>5</u></u>                                  |

### 6 Related party transactions

During the period, CMR Consultants Limited, the company's parent undertaking, made an interest free loan of £5,000 to the company in anticipation of working capital requirement on commencement of trade. As the company did not commence trading, this loan was repaid prior to the period end.

### 7 Ultimate parent company

The company's immediate parent company is CMR Consultants Limited, a company registered in England and Wales.

The company's ultimate parent company is Babcock International Group PLC, a company registered in England. The only group in which the results of the company are consolidated is that headed by Babcock International Group PLC.

Copies of Babcock International Group PLC's accounts are available to the public from the following address:

The Company Secretary  
Babcock International Group PLC  
Badminton Court  
Church Street  
Amersham  
Bucks  
HP7 0DD