

INNOGY MARKET SOLUTIONS LIMITED
(formerly ENERGY DIRECT MIDLANDS LIMITED)

Company Number 3696615

DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2001



INNOGY MARKET SOLUTIONS LIMITED

DIRECTORS' REPORT

The Directors present their report and accounts for the year ended 31 March 2001.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company did not trade during the period and was classified as dormant.

On 2 October 2000, following the demerger of National Power PLC, the Company's ultimate parent changed from National Power PLC to Innogy Holdings plc.

On 5 September 2001, the company's name was changed from Energy Direct Midlands Limited to Innogy Market Solutions Limited.

2. DIRECTORS

The Directors who have served during the financial year are shown below:

Mr A J Swanson	(appointed 18.1.1999) (resigned 28.9.2000)
Mrs C M Springett	(appointed 18.1.1999) (resigned 10.11.2000)
Mrs A Ahmed	(appointed 10.11.2000) (resigned 14.9.2001)
Mr J Keene	(appointed 10.11.2000) (resigned 14.9.2001)
Mr D Peach	(appointed 6.9.2001)
Mr B Senior	(appointed 6.9.2001)

None of the Directors has an interest in the shares of the Company. The interests of the Directors in the shares of Innogy Holdings plc, the Company's ultimate holding company, at that time, for the year ended 31 March 2001 were as follows:

	Ordinary Shares of 10p each		Options to subscribe for shares	
	31.3.2001	31.3.2000*	31.3.2001	31.3.2000*
J A Keene	2,232	2,232	13,164	13,164
A Ahmed	5,099	5,099	74,337	74,337

* or as at date of appointment (if later)

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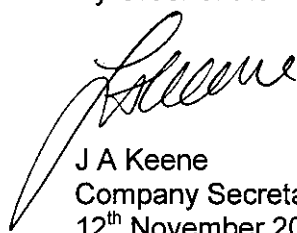
3. SHARE CAPITAL

The Company was incorporated on 18 January 1999 with an authorised share capital of 1,000 Ordinary shares of £1 each, of which as at the year ended 31 March 2001 2 Ordinary shares of £1 each had been issued and fully paid up.

4. AUDITORS

During the year ended 31 March 2001 the Company was a dormant company and as such passed a Resolution pursuant to S.250 of the Companies Act 1985, removing it from the requirement to appoint Auditors for that period.

By Order of the Board



J A Keene
Company Secretary
12th November 2001

DIRECTORS' RESPONSIBILITIES

In respect of the preparation of the accounts

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 of the profit or loss for that period. In preparing those accounts, 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 accounts;
- 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 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 accounts comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INNOGY MARKET SOLUTIONS LIMITED

BALANCE SHEET

	Note	As at 31 March 2001 £	As at 31.3.2000 £
Current Assets			
Amount Due from Holding Company		2	2
		—	—
Net assets employed		2	2
		—	—
Called up share capital	3	2	2
		—	—
Capital and reserves		2	2
		—	—

The accounting policies and notes on page 5 form an integral part of these accounts.

The Company did not trade during the year ended 31 March 2001 and was therefore classified as dormant within the meaning of S.250 of the Companies Act 1985.

The accounts were approved by the Board of Directors on 12th November 2001.



B Senior
Director

INNOGY MARKET SOLUTIONS LIMITED

NOTES TO THE ACCOUNTS

1. Accounting Policies

Basis of preparation

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

Profit and Loss Account

The Company has not traded during the year ended 31 March 2001 and consequently has made neither a profit nor a loss.

2. Directors' and Employees Remuneration

The Directors received no remuneration during the year ended 31 March 2001 in respect of their services to the Company. No other persons were employed by the Company during the year ended 31 March 2001.

3. Share Capital	31.3.2001 £	31.3.2000 £
Authorised		
1,000 Ordinary shares of £1 each	1,000	1,000
Issued, allotted and fully paid		
1 Ordinary shares of £1 each	2	2

4. Holding Company

Innogy Holdings plc, a company incorporated and registered in England and Wales, is the Company's ultimate holding company. Copies of the accounts of Innogy Holdings plc, may be obtained from the following address:

The Company Secretary
Innogy Holdings plc
Windmill Hill Business Park
Whitehill Way
Swindon
Wiltshire SN5 6PB