Report and Financial Statements

Period from 7 November 2003 to 31 March 2005

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REPORT AND FINANCIAL STATEMENTS 2005

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

C S Acheson

D Freeman

J J Kavanagh

R McGregor-Smith

K Mills

G A Morgans

I R Stewart

I J Thompson

SECRETARY

C K Ross (appointed 7 November 2003)

REGISTERED OFFICE

8 Monarch Court The Brooms Emersons Green Bristol BS16 7FH

BANKERS

HSBC Bank plc 49 Corn Street Bristol BS99 7PP

AUDITORS

Deloitte & Touche LLP Bristol

DIRECTORS' REPORT

The directors present their annual report and audited financial statements for the period from 7 November 2003 to 31 March 2005.

On 6 January 2004 the company changed its name from MITIE (32) Limited to MITIE Engineering Services (West Midlands) Limited.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period 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; and
- 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 are also responsible for the system of internal control, safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity is the design and installation of electrical and mechanical services in commercial, industrial and domestic premises.

The company's business has developed satisfactorily. The directors consider that the company is in a good position to continue that development.

The company was incorporated on 7 November 2003 and commenced trading on 1 April 2004.

RESULTS AND DIVIDENDS

The profit for the period after taxation amounted to £28,616. The directors recommend that this amount be dealt with as follows:

O 1'	4 *		
Ordinary	dix	าเก	lends

Final proposed 'A' shares 18.46p per shareFinal proposed 'B' shares 8p per share	14,120 5,880
Total dividends Transfer to reserves	20,000 8,616
	28,616

£

DIRECTORS' REPORT (continued)

DIRECTORS AND THEIR INTERESTS

The directors during the period were as follows:

R McGregor-Smith	(appointed 7 November 2003)
I R Stewart	(appointed 7 November 2003)
G A Morgans	(appointed 8 April 2004)
P J Leech	(appointed 18 January 2005, resigned 9 May 2005)
K Mills	(appointed 18 January 2005)
I J Thompson	(appointed 18 January 2005)
C S Acheson	(appointed 3 February 2005)
D Freeman	(appointed 3 February 2005)
J J Kavanagh	(appointed 3 February 2005)
Instant Companies Limited	(appointed and resigned 7 November 2003)

The beneficial interests of the directors and their families in the share capital of the company were as follows:

	At 31 March 2005 £1 'B' ordinary shares No.	At date of appointment £1 'B' ordinary shares No.
P J Leech	15,000	15,000
K Mills	15,000	15,000
G A Morgans	15,000	15,000
I J Thompson	15,000	15,000
R McGregor-Smith	1,500	-

No other director had an interest in the share capital of the company.

C S Acheson, I R Stewart and R McGregor-Smith are directors of MITIE Group PLC, the parent undertaking, and their interests in and options on the share capital of that company and other group companies are shown in the financial statements of MITIE Group PLC.

Other directors' interests in the share capital of MITIE Group PLC are as follows:

	At 31 March 2005 2.5p Ordinary shares No.	At date of appointment 2.5p Ordinary shares No.
D Freeman	906,336	906,336

No other director had an interest in the share capital of MITIE Group PLC.

- J J Kavanagh has an interest in the share capital of MITIE Engineering Services (Midlands) Limited, details of which are disclosed in the accounts of that company.
- I J Thompson holds 800 1p 'B' ordinary shares (800 at date of appointment) in the share capital of MITIE Engineering Services (Swansea) Limited.

No other director had any other interest in the share capital of any other group company.

DIRECTORS' REPORT (continued)

DIRECTORS AND THEIR INTERESTS (continued)

Share options

•			•	Granted			E	xercised	
	A	t date of	during th	e period	Exercise	e period	during th	e period	At 31 March
	appo	intment	Options	Price	From	To	Options	Price	2005
I J Thompson	(i)	1,493	-	~	2007	_	-	_	1,493
	(ii)	8,000	-	~	2004	2011	-	-	8,000
	(ii)	7,000	-	-	2006	2013	-	-	7,000
G A Morgans	(i)	2,389	-	-	2007	-	-	-	2,389
	(i)	2,654	-	-	2008	-	-	. -	2,654
	(ii)	12,000	-	-	2005	2012	-	· -	12,000
	(ii)	7,000	_	-	2006	2013	-	-	7,000

- (i) Options under the Savings Related Option Scheme
- (ii) Options under the Executive Share Option Scheme

No other director held share options in MITIE Group PLC at the beginning or end of the period.

Further details of the MITIE Group PLC share scheme are given in the accounts of that company.

PAYMENT POLICY

The company's policy is to comply with the terms of payment agreed with a supplier. Where terms are not negotiated, the company endeavours to adhere to the supplier's standard terms. As at 31 March 2005 trade creditors, as a proportion of amounts invoiced from suppliers for the period, represented 62 days.

In the industry in which the company operates credit periods are frequently extended by agreement. The company's creditor days are a reflection of this custom.

EMPLOYEES

The company offers equal opportunities to all applicants for employment whatever their sex, race or religion. Disabled persons are considered for employment, training, career development and promotion on the basis of their attitudes and abilities in common with all employees, providing the disability does not make the particular employment impractical or the employee unable to conform to the stringent regulations which apply to the operations of the company.

The company recognises the importance of good communications and employee relationships. In each company there is a relationship between the Chief Executive of MITIE Group PLC and individual employees in the company. In these conditions, complex consultative procedures are seldom required to ensure that there is an understanding of the purpose of the business and the commercial realities of success. Employees are encouraged to become shareholders through the Savings Related Share Option Scheme.

DIRECTORS' REPORT (continued)

AUDITORS

Pursuant to Section 386 Companies Act 1985, an elective resolution was passed on 14 March 2005 dispensing with the requirement to appoint auditors annually. Therefore Deloitte & Touche LLP are deemed to continue as auditors.

Approved by the Board of Directors and signed on behalf of the Board

C K Ross Secretary

19 July 2005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

MITIE ENGINEERING SERVICES (WEST MIDLANDS) LIMITED (formerly MITIE (32) Limited)

We have audited the financial statements of MITIE Engineering Services (West Midlands) Limited for the period from 7 November 2003 to 31 March 2005 which comprise the profit and loss account, the balance sheet, the cash flow statement and related notes 1 to 20. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 2005 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Chartered Accountants and Registered Auditors Bristol

19 July 2005

PROFIT AND LOSS ACCOUNT Period from 7 November 2003 to 31 March 2005

		Continuing operations 7 November 2003 to 31 March	
	Notes	2005 £	
TURNOVER	1	2,667,542	
Cost of sales		(2,155,579)	
GROSS PROFIT		511,963	
Administrative expenses		(473,809)	
OPERATING PROFIT	2	38,154	
Interest receivable	3	11,226	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		49,380	
Tax on profit on ordinary activities	4	(20,764)	
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		28,616	
Dividends	5	(20,000)	
RETAINED PROFIT FOR THE FINANCIAL PERIOD	11	8,616	

There are no recognised gains and losses for the current financial period other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

BALANCE SHEET At 31 March 2005

	Notes		2005
		£	£
FIXED ASSETS Tangible assets	6		54,237
CURRENT ASSETS Debtors Cash at bank and in hand	7	408,640 205,147	
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	8	613,787	
NET CURRENT ASSETS			105,713
TOTAL ASSETS LESS CURRENT LIABILITIES			159,950
PROVISIONS FOR LIABILITIES AND CHARGES	9		(1,334)
NET ASSETS			158,616
SHARE CAPITAL AND RESERVES	10		150.000
Called up share capital Profit and loss account	10 11		150,000 8,616
TOTAL EQUITY SHAREHOLDERS' FUNDS	11		158,616

These financial statements were approved by the Board of Directors on 19 July 2005.

Signed on behalf of the Board of Directors

R McGregor-Smith

Director

CASH FLOW STATEMENT Period from 7 November 2003 to 31 March 2005

		7 November 2003 to 31 March
	Notes	2005 £
Net cash inflow from operating activities	12	128,689
Returns on investments and servicing of finance Interest received		10,506
Taxation UK corporation tax paid		(12,705)
Capital expenditure Payments to acquire tangible fixed assets		(71,343)
Financing Issue of ordinary share capital		150,000
Increase in cash in the period	14	205,147

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention and are prepared in accordance with applicable United Kingdom accounting standards.

Turnover

Turnover represents the total, excluding sales taxes, receivable in respect of goods and services supplied and contract work completed in the year. All turnover arises within the United Kingdom, from the company's principal activity.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Plant and office equipment

3 to 10 years

Motor vehicles

4 years

Leasing and hire purchase commitments

Rentals paid under operating leases are charged against income on a straight-line basis over the lease term.

Long-term contracts

Amounts recoverable on long-term contracts, which are included in debtors, are stated at the net sales value of the work done less amounts receivable as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales, less provision for contingencies and anticipated future losses on contracts, are included as long-term contract balances in stock.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of the total contract value which costs incurred to date bear to total expected costs for that contract.

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

1. ACCOUNTING POLICIES (continued)

Tax

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Pension costs

Pension costs represent amounts paid to one of the group's defined benefit pension schemes. Details of the schemes are given in the financial statements of MITIE Group PLC.

2.	OPERATING PROFIT is stated after charging:	2005 £
	Depreciation on owned assets Auditors' remuneration - audit services Operating lease rentals – land and buildings	17,106 1,000 25,614
3.	INTEREST RECEIVABLE	2005 £
	Bank interest	11,226

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in period	2005 £
United Kingdom corporation tax at 30% (note 4(b))	19,430
Deferred taxation: Timing differences - origination and reversal	1,334
Tax on profit on ordinary activities	20,764

(b) Factors affecting tax charge in period

The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK of 30%. The differences are as follows:

	2005 £
Profit on ordinary activities before tax	49,380
	£
Tax at 30% thereon	14,814
Expenses not deductible for tax purposes Capital allowances greater than depreciation	5,950 (1,334)
Current tax charge for the period (note 4(a))	19,430

(c) Factors affecting future tax charges

The company is not aware of any matters that will materially affect the future tax charge.

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

5.	DIVIDENDS			2005 £
	Final proposed: 'A' ordinary shares of 18.46p per share 'B' ordinary shares of 8p per share			14,120 5,880
				20,000
6.	TANGIBLE FIXED ASSETS	Plant and office equipment £	Motor vehicles £	Total £
	Cost	T	T	£
	Additions	21,384	38,075	59,459
	Transfers in		26,982	26,982
	At 31 March 2005	21,384	65,057	86,441
	Depreciation Charge for the period Transfers in	3,364	13,742 15,098	17,106 15,098
	At 31 March 2005	3,364	28,840	32,204
÷	Net book value At 31 March 2005	18,020	36,217	54,237
	Capital commitments			
	At 31 March 2005 the directors had authorised capi	tal expenditure of nil.		
7.	DEBTORS			2005 £
	Trade debtors Amounts recoverable on contracts Amounts owed by group undertakings Other debtors			308,992 69,237 6,513 23,898

408,640

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

8.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2005 £
	Payments on account Trade creditors Amounts owed to group undertakings Corporation tax	6,092 370,083 50,434 6,725
	Other taxes and social security costs Accruals and deferred income	9,410
	Other creditors	44,407 923
	Proposed dividends	20,000
		508,074
9.	PROVISIONS FOR LIABILITIES AND CHARGES	
	Deferred taxation	£
	Profit and loss account	1,334
	At 31 March 2005	1,334
		· · · · · · · · · · · · · · · · · · ·
	The amount of deferred taxation provided in the financial statements represents:	
,		£
	Capital allowances in excess of depreciation	1,334
	There are no unprovided deferred taxation liabilities.	
10.	CALLED UP SHARE CAPITAL	2005 £
	Authorised	ž.
	153,000 £1 'A' ordinary shares	153,000
	147,000 £1 'B' ordinary shares	147,000
		300,000
		£
	Allotted and fully paid	77.500
	76,500 £1 'A' ordinary shares 73,500 £1 'B' ordinary shares	76,500 73,500
		150,000
		======

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

10. CALLED UP SHARE CAPITAL (continued)

During the period the company allotted 76,500 £1 'A' ordinary shares and 73,500 £1 'B' ordinary shares.

The rights attaching to the 'A' and 'B' £1 ordinary shares are as follows:

Income

Dividends are declared on the following basis:

- (i) the profits available for distribution should be applied first in paying to the holders of the 'A' shares and the 'B' shares a dividend that the board should decide;
- (ii) secondly in paying a cumulative dividend to the holders of the 'A' shares which comprises of one half of the profits available for distribution after the payment of the dividend in (i); and
- (iii) thirdly in paying a dividend pari passu to the holders of the 'A' and 'B' shares.

Capital

On a return of capital, the assets of the company will be distributed equally to all £1 ordinary shareholders.

Voting

Each 'A' and 'B' share will carry one vote.

11. COMBINED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Share capital £	Profit and loss account £	2005 Total £
Issue of ordinary shares	150,000	-	150,000
Retained profit for the financial period	-	8,616	8,616
At 31 March 2005	150,000	8,616	158,616
			

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

12.	RECONCILIATION OF OPERATING PROFIT TO INFLOW FROM OPERATING ACTIVITIES	NET CASH		2005 £
	Operating profit Depreciation charges Increase in debtors Increase in creditors			38,154 17,106 (407,920) 481,349
	Net cash inflow from operating activities			128,689
13.	ANALYSIS OF CHANGES IN NET FUNDS	At 7 November 2003 £	Cash flow	At 31 March 2005 £
	Cash at bank and in hand	-	205,147	205,147
14.	RECONCILIATION OF NET CASH FLOW TO MOIN NET FUNDS	OVEMENT		2005 £
	Increase in cash in the period			205,147
	Net funds at end of period			205,147

15. FINANCIAL COMMITMENTS

Operating leases

At 31 March 2005 the company had no annual commitments under non cancellable operating leases.

Commitments on behalf of group undertakings

The company is party with other group undertakings to cross-guarantees of each other's bank overdrafts. As at 31 March 2005, the overall commitment was nil.

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

16. DIRECTORS

DIRECTORS	2005
The emoluments of directors of the company were:	£
Fees and other emoluments (excluding pension contributions but including benefits-in-kind)	83,444
	No.
The number of directors paid by the company who were members of a defined benefit pension scheme	2

C S Acheson, I R Stewart and R McGregor-Smith are remunerated by MITIE Group PLC, D Freeman is remunerated by MITIE Engineering Services Limited and J J Kavanagh is remunerated by MITIE Engineering Services (Midlands) Limited. It is not practicable to allocate their remuneration between their services as directors of MITIE Engineering Services (West Midlands) Limited and their services as directors of other group companies.

C S Acheson, I R Stewart and R McGregor-Smith are directors of MITIE Group PLC and their emoluments and pension details are disclosed in the group accounts.

No directors exercised share options in the shares of the ultimate holding company, MITIE Group PLC, during the period.

17. EMPLOYEES

Number of employees

The average number of persons (including directors) employed by the company during the period was:

	No.
Administration and management	7
Employment costs (including directors)	£
Wages and salaries	255,128
Social security costs	30,946
Pension costs	8,200
	294,274

2005

NOTES TO THE FINANCIAL STATEMENTS Period from 7 November 2003 to 31 March 2005

18. RELATED PARTY TRANSACTIONS

MITIE Group PLC is a 59% shareholder of MITIE Engineering Services (West Midlands) Limited.

MITIE Engineering Services (West Midlands) Limited paid management charges of £29,000 to companies within MITIE Group PLC. No amounts remained outstanding in respect of these charges at the period end.

During the period, MITIE Engineering Services (West Midlands) Limited provided goods and services amounting to £8,551 to companies within the MITIE Group PLC on normal commercial terms. An amount of £6,513 is included in debtors in respect of these services at the period end.

During the period, MITIE Engineering Services (West Midlands) Limited purchased goods and services amounting to £189,941 from companies within the MITIE Group PLC on normal commercial terms. An amount of £50,434 is included in creditors in respect of these charges at the period end.

During the period MITIE Engineering Services (West Midlands) Limited purchased fixed assets at net book value of £11,884 from a company within the MITIE Group PLC. No amounts remained outstanding in respect of these purchases at the period end.

19. PENSION ARRANGEMENTS

The company participates in the MITIE Group PLC Pension Scheme. This is a defined benefit multi-employer scheme, the assets and liabilities of which are held independently from the group. The company is unable to identify its share of the underlying assets and liabilities of the scheme and accordingly accounts for the scheme as if it were a defined contribution scheme.

Contributions to the scheme for the period are shown in note 17 and the agreed contribution rate for the next 12 months is 10% and 7.5% for the group and employees respectively.

The next actuarial valuation which was due on 6 April 2005 is currently being prepared. The 2002 actuarial valuation, which was performed on 6 April 2002 by a professionally qualified actuary, showed that the actuarial value of the assets represented 87% of the benefits that had accrued to members after allowing for expected future increases in earnings.

20. PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard MITIE Group PLC, a company registered in Scotland, as the company's ultimate parent undertaking and controlling party. MITIE Group PLC is both the smallest and largest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.

DETAILED PROFIT AND LOSS ACCOUNT Period from 7 November 2003 to 31 March 2005

	2005 £
TURNOVER	2,667,542
Cost of sales	(2,155,579)
CROSS PROFIT	511,963
ADMINISTRATIVE EXPENSES	
Management charges payable	29,000
Salaries, including directors' salaries	295,843
Rent and rates	35,965
Light and heat	1,618
Insurance	10,461
Telephone	5,142
Postage, stationery and advertising	7,643
Entertaining	11,844
Repairs and renewals	611
Motor expenses Computer services	22,543
Trade subscriptions	12,865 300
Education and training	1,294
Bank charges	603
Audit fee	1,000
Legal and professional	13,033
Sundry expenses	6,938
Depreciation	17,106
	(473,809)
OPERATING PROFIT	38,154