

Alstec International Holdings Limited

Report and Financial Statements

31 March 2006



REPORT AND FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

M Melling
G Wesley

SECRETARY

G Wesley

REGISTERED OFFICE

Cambridge Road
Whetstone
Leicester
LE8 6LH

AUDITORS

KPMG LLP
1 Waterloo Way
Leicester
LE1 6LP

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 2006.

ACTIVITIES

The company acts as a holding company. It did not trade during the year.

During the year the company disposed of its shareholding in Alstec BV, a 100% owned subsidiary company.

On 3 March 2006, the company received £409,934 as a repayment of its investment in Alstef Automation SA.

DIVIDENDS

A dividend of £338,980 (31 March 2005 - £NIL) has been paid during the year. The directors recommend that no further dividend be paid.

DIRECTORS AND THEIR INTERESTS


The directors who served during the year were as follows:

M R Melling

G Wesley

The directors who held office at 31 March 2006 held no interests requiring disclosure under Schedule 7 of the Companies Act 1985.

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



Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group as at the end of the financial period and of the profit or loss 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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 LLP
1 Waterloo Way
Leicester
LE1 6LP
United Kingdom

Independent auditors' report to the members of Alstec International Holdings Limited

We have audited the financial statements of Alstec International Holdings Limited for the year ended 31 March 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 auditor's 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 on page 3, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 to you 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

5 May 2006

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2006

	2006 £ 000	2005 £ 000
TURNOVER	-	-
Cost of sales	-	-
Gross profit	-	-
Selling and marketing costs	-	-
Administrative expenses	-	-
OPERATING PROFIT	-	-
Income from shares in group undertakings	339	-
Interest receivable and similar income	-	-
Interest payable and similar charges	-	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	339	-
Tax on profit on ordinary activities	-	-
PROFIT FOR THE FINANCIAL YEAR	339	-

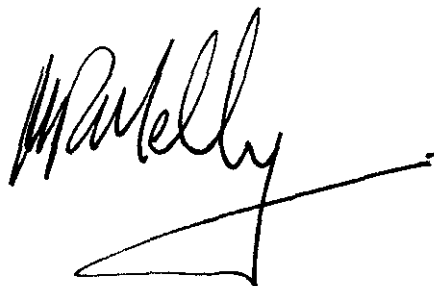
BALANCE SHEET
at 31 March 2006

	Note	2006 £ 000	2005 £ 000
FIXED ASSETS			
Investment in subsidiaries	2	519	941
		519	941
CREDITORS: amounts falling due within one year	3	(519)	(941)
NET CURRENT LIABILITIES		(519)	(941)
TOTAL ASSETS LESS CURRENT LIABILITIES		-	-
		-	-
CAPITAL AND RESERVES			
Called up share capital	4	-	-
EQUITY SHAREHOLDERS' FUNDS		-	-

These financial statements were approved by the Board of Directors on 5 May 2006.

Signed on behalf of the Board of Directors

Director



NOTES TO THE ACCOUNTS for the year ended 31 March 2006

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable UK accounting standards. The following accounting policies have been consistently applied to matters that are considered material to the financial statements.

Accounting convention

The financial statements are prepared under the historical cost convention.

Consolidation

In respect of the year ended 31 March 2006, the Company has taken advantage of the exemptions of Section 228 of the Companies Act 1985 which exempts the Company from preparing consolidated accounts for its group as it was a wholly owned subsidiary of Alstec Group Limited incorporated in the UK, the consolidated accounts of which are publicly available.

Cash flow statement

The company has taken advantage of the provision of FRS No. 1 (revised) not to prepare a cash flow statement on the basis that consolidated accounts in which the results of Alstec International Holdings Limited are included, are publicly available.

Related party transactions

In respect of the year ended 31 March 2006, the company was ultimately a wholly owned subsidiary and, accordingly, has taken advantage of the exemptions of FRS No. 8 which exempts the company from disclosure of all intra group transactions, as the consolidated accounts of its ultimate parent company are publicly available.

2. INVESTMENTS IN SUBSIDIARIES

Shares in subsidiary undertakings	Total £000
Cost	
At 1 April 2005	941
Capital reduction	(410)
Disposals	(12)
	<hr/>
At 31 March 2006	519
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Provisions	
At 1 April 2005	-
Provided in the year	-
	<hr/>
At 31 March 2006	-
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Net book value	
At 31 March 2006	519
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At 31 March 2005	941
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NOTES TO THE ACCOUNTS for the year ended 31 March 2006

Details of the subsidiaries, which are wholly owned and involved in the provision of engineered solutions and services across a range of industrial sectors, are as follows;

Subsidiary	Country of incorporation
Alstef Automation SA	France

3. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £ 000	2005 £ 000
Amounts owed to group undertakings	519	941
	519	941

4. CALLED UP SHARE CAPITAL

	2006 £	2005 £
Authorised Ordinary shares of £1 each	1,000	1,000
Called up, allotted and fully paid Ordinary shares of £1 each	1	1

5. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Alstec Group Limited, a company incorporated in the UK. Copies of its accounts are available from the Registrar of Companies.