

Company Registration No.251293

OCS UK LIMITED

Report and Financial Statements

31 March 2003

Deloitte & Touche  
London



**OCS UK LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2003**

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**OCS UK LIMITED**

**REPORT AND FINANCIAL STATEMENTS 2003**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Mr. M. Clark  
Mr. F. Slater

**SECRETARY**

Mr M. Clark

**REGISTERED OFFICE**

79 Limpsfield Road  
Sanderstead  
Surrey  
CR2 9LB

**AUDITORS**

Deloitte & Touche  
Chartered Accountants  
London

# OCS UK LIMITED

## DIRECTORS' REPORT

The Directors present their annual report and the financial statements for the year ended 31 March 2003.

### PRINCIPAL ACTIVITIES

The Company has not traded during the year and is not expected to do so in the foreseeable future.

### RESULTS AND DIVIDENDS

Details of the results for the year are set out in the profit and loss account on page 5 and in the notes on pages 7 to 8.

The financial position at the year end is set out in the balance sheet on page 6 and in the notes on pages 7 to 8.

A dividend of £2,500,000 (2002 - £nil) was paid on the 31 March 2003.

### DIRECTORS

The Directors who served throughout the year, except as noted, were as follows:

Mr. M. Clark

Mr. F. Slater

None of the Directors had any interest in the shares of the Company or any other Group companies at 31 March 2003 and 31 March 2002, except as noted below

Mr. M. Clark had an interest in 750 employee shares (2002 - 750) of 10p each of O.C.S. Group Limited, the ultimate parent company, at 31 March 2003.

### AUDITORS

On 1 August 2003 Deloitte & Touche will transfer their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP will be the auditor of the company for the forthcoming financial year under the provisions of section 386(2) of the Companies Act 1985.

79 Limpsfield Road  
Sanderstead  
Surrey  
CR2 9LB

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

31 July 2003



M. Clark  
Secretary

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OCS UK LIMITED

We have audited the financial statements of OCS UK Limited for the year ended 31 March 2003 which comprise the profit and loss account, the balance sheet and the related notes 1 to 7. 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 the 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 circumstances of the Company, 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 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*  
Deloitte & Touche

Chartered Accountants and Registered Auditors  
London

*31 July 2003*

# OCS UK LIMITED

## PROFIT AND LOSS ACCOUNT 31 MARCH 2003

	Note	2003 £'000	2002 £'000
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on loss on ordinary activities		-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		-	-
Dividends paid	3	(2,500)	-
RETAINED LOSS FOR THE YEAR TRANSFERRED FROM RESERVES	6	(2,500)	-

There are no recognised gains or losses in either year other than as stated in the profit and loss account.

OCS UK LIMITED

BALANCE SHEET  
31 March 2003

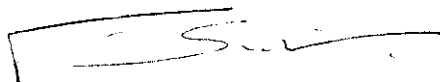
	Note	2003 £'000	2002 £'000
<b>CURRENT ASSETS</b>			
Debtors	4	5,568	8,068
<b>NET CURRENT ASSETS AND NET ASSETS</b>		<u>5,568</u>	<u>8,068</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	5,000	5,000
Profit and loss account	6	568	3,068
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>5,568</u>	<u>8,068</u>

These financial statements were approved by the Board of Directors  
Signed on behalf of the Board of Directors on

31 July 2003



M. Clark  
Director



F. Slater  
Director



**NOTES TO THE ACCOUNTS**  
**Year ended 31 March 2003**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policy adopted is described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**2. PROFIT AND LOSS ACCOUNT**

The Company has not traded during the current or previous year.

The Directors have recommended the payment of a dividend of £2,500,000 (2002 - nil).

The audit fee for the current and previous year was borne by another group company.

The Directors received no remuneration for their qualifying services to the company (2002 - £nil).

The Company has no employees and has incurred no staff costs (2002 - £nil).

**3. DIVIDENDS**

	2003	2002
Dividend per share	<u>50.0p</u>	<u>-</u>

	2003 £'000	2002 £'000
Dividend paid	<u>2,500</u>	<u>-</u>

**4. DEBTORS**

	2003 £'000	2002 £'000
Amounts owed by ultimate holding company	<u>5,568</u>	<u>8,068</u>

**5. CALLED UP SHARE CAPITAL**

	2003 £'000	2002 £'000
Authorised, allotted and fully paid: 5,000,000 (2002 - 5,000,000) ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>

**6. PROFIT AND LOSS ACCOUNT**

**NOTES TO THE ACCOUNTS**  
**Year ended 31 March 2003**

	<b>£'000</b>
Balance at 1 April 2002	3,068
Dividends paid on equity shares	<u>(2,500)</u>
Balance at 31 March 2003	<u>568</u>

**7. RELATED PARTIES**

In accordance with FRS 8 - "Related Party Disclosures", transactions with other undertakings within, and investee related parties of, O.C.S. Group Limited have not been disclosed in these financial statements.

**8. ULTIMATE PARENT COMPANY**

The ultimate controlling party, ultimate parent company and immediate parent company, and parent company of the smallest and largest group for which group accounts are prepared, is O.C.S. Group Limited, a company incorporated in Great Britain. Copies of the accounts of O.C.S. Group Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.