

GEC-MARCONI ELECTRONICS OVERSEAS LIMITED

REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 1996



GEC-MARCONI ELECTRONICS OVERSEAS LIMITED

Report of the Directors

The Directors present their report and the audited accounts of the Company for the year ended the 31st March, 1996.

Results

The profit for the year after taxation amounted to £4,219. The Directors do not recommend the payment of a dividend.

Principal Activity and Review of the Company

The principal activity of the Company is the supply and installation of microwave video distribution and urban traffic control systems.

Review of the Company

The closing order book and the sales in the year were accounted for by the microwave video distribution contract in Hong Kong. The Company is continuing its efforts to translate its confidence in this product by pursuing orders world-wide.

Directors

The present members of the Board are Messrs. E. A. Peachey and I. G. King. Messrs. D. S. Tennet and E. A. Peachey were appointed to the Board of Directors on the 19th April and the 21st July, 1995 respectively. Mr. D. S. Tennet resigned from the Board on the 14th August, 1995.

According to the Register kept by the Company in accordance with Section 325 of the Companies Act 1985 the Directors had no disclosable interests in the shares of The General Electric Company, p.l.c. or its subsidiaries other than those shown below:-

IN THE GENERAL ELECTRIC COMPANY, p.l.c.

At 1st April, 1995 (or date of appointment, if later)	Options granted the year	Options exercised during the year	At 31st March, 1996
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Ordinary Shares of 5p each, fully paid

E. A. Peachey	1,846	-----
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Options in respect of Ordinary Shares of 5p each

- i) Under the terms of The GEC Managers' 1984 Share Option Scheme the following Options were outstanding:-

E. A. Peachey	24,500	-----	4,500	20,000
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No Options were granted under the above Scheme to the named Director during the year. Normally the Options are exercisable during the years 1997 to 2004 at a subscription price of 328p per share.

- ii) Under the terms of The GEC Employee Savings-Related Share Option Scheme and The GEC Employee 1992 Savings-Related Share Option Scheme the following options were outstanding:-

E. A. Peachey	10,815	2,061	1,846	12,876
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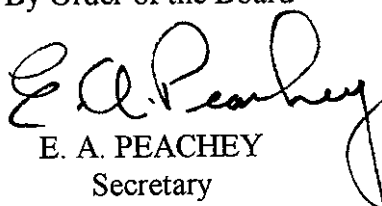
Normally the Options are exercisable within six months of the 1st April, 1996, 1997, 1998, 1999, 2000 and 2001 at subscription prices between 138p and 262p per share.

Payment of Creditors

The Companies Act 1985 (Miscellaneous Accounting Amendments) Regulations 1996 requires the Company to make a statement of its policy on the payment of creditors.

The Company seeks the best possible terms from suppliers appropriate to its business and in placing orders gives consideration to quality, delivery, price and the terms of payment which will be agreed with suppliers when the details of each transaction are settled. The Company will continue to honour its contractual and other legal obligations and to pay creditors on the dates agreed in contracts and purchase orders.

By Order of the Board


E. A. PEACHEY
Secretary

Registered Office:
The Grove, Warren Lane
Stanmore, Middlesex HA7 4LY

14 JAN 1997

AUDITORS' REPORT

TO THE MEMBER OF GEC-MARCONI ELECTRONICS OVERSEAS LIMITED

We have audited the financial statements on pages 4 to 8 which have been prepared under the accounting policies set out on page 8.

Respective responsibilities of Directors and auditors

The Directors are required by the Companies Act 1985 to prepare financial statements 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 the financial year and to state whether the accounts have been prepared in accordance with applicable accounting standards.

The Directors are responsible for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors 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.

It is our responsibility as auditors to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you.

Basis of opinion

We 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 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 at 31 March 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Coopers Lybrand

COOPERS & LYBRAND
Chartered Accountants and
Registered Auditors
1 Embankment Place
London WC2N 6NN

14 JANUARY 1997

ACCOUNTS

PROFIT AND LOSS ACCOUNT

for the year ended 31 March 1996

	Note	1996 £000	1995 £000
TURNOVER	1	46	1,164
PROFIT/(LOSS) ON ORDINARY ACTIVITY BEFORE TAXATION	1	6	(1)
Taxation on profit on ordinary activities	2	(2)	-
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR		4	(1)
MOVEMENT ON PROFIT AND LOSS ACCOUNT RESERVE			
At 1 April		(33)	(32)
Retained profit/(loss) for the financial year		4	(1)
At 31 March		(29)	(33)

There were no recognised gains or losses other than those reported above. The above results relate entirely to the continuing activities of the Company. There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

ACCOUNTS

BALANCE SHEET

31 March 1996

	Note	1996 £000	1995 £000
Current Assets			
Debtors	3	15	524
Cash		590	33
		<u>605</u>	<u>557</u>
Current Liabilities: amounts falling due within one year			
Creditors	4	(634)	(590)
		<u>(29)</u>	<u>(33)</u>
Net Current Liabilities			
		(29)	(33)
Total Assets Less Current Liabilities			
		(29)	(33)
Equity Shareholders' Funds			
		(29)	(33)
Capital and Reserves			
Called up share capital	5	-	-
Profit and loss account		(29)	(33)
		<u>(29)</u>	<u>(33)</u>

Approved by the Board of Directors on 14 JAN 1997

Director



NOTES TO THE ACCOUNTS

1. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	1996 £000	1995 £000
Turnover	46	1,164
Auditors remuneration	1	1
Other external and operating charges	39	1,164
	<hr/>	<hr/>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	6	(1)
	<hr/>	<hr/>

2. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	1996 £000	1995 £000
United Kingdom taxation		
Corporation Tax 33% (1995 33%)	2	-
	<hr/>	<hr/>
	2	-
	<hr/>	<hr/>

3. DEBTORS

	1996 £000	1995 £000
Amounts falling due within one year		
Trade debtors	15	524
	<hr/>	<hr/>

4. CREDITORS

	1996 £000	1995 £000
Amounts falling due within one year		
Payments received on account	28	25
Trade creditors	1	1
Amounts owed to parent undertaking	603	564
Corporation Tax	2	-
	<hr/>	<hr/>
	634	590
	<hr/>	<hr/>

NOTES TO THE ACCOUNTS - continued

5. SHAREHOLDERS' INTEREST

Share Capital

At 1 April 1995 and 31 March 1996
Ordinary Shares of £1 each fully paid,

Authorised	100
Issued	100

6. DIRECTORS AND EMPLOYEES

The Directors are full time executives of other Group companies. They do not receive any remuneration for their services as Directors of the Company and it is not practicable to allocate their emoluments for other services.

7. CONTINGENT LIABILITIES

Under a group registration the Company is jointly and severally liable for any Value Added Tax owing by other GEC Group Companies at 31 March 1996.

8. PARENT UNDERTAKINGS

The Company's ultimate parent Company is The General Electric Company, p.l.c. ("GEC") which is registered in England and Wales. GEC is the parent undertaking of the largest group of undertakings of which the Company is a member for which group accounts are prepared. The parent undertaking of the smallest such group of undertakings of which the Company is a member is GEC-Marconi Limited which is registered in England and Wales. Copies of the accounts of GEC are available from The Secretary, 1 Stanhope Gate, London W1A 1EH.

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1996 £000	1995 £000
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	4	(1)
NET INCREASE/(REDUCTION) TO SHAREHOLDERS' FUNDS	4	(1)
SHAREHOLDERS' FUNDS AS AT 1 APRIL	(33)	(32)
SHAREHOLDERS' FUNDS AS AT 31 MARCH	(29)	(33)

ACCOUNTING POLICIES

The accounts have been prepared on the historical cost basis in accordance with applicable accounting standards in the United Kingdom. The Company is a wholly owned subsidiary of The General Electric Company, p.l.c. ("GEC"), consequently the Company is exempt under the terms of Financial Reporting Standard 1 from the requirement to publish its own cash flow statement.

The more important accounting policies, which have been consistently applied, are summarised below to facilitate the interpretation of the financial statements and are in addition to the policies explained in the notes to the accounts.

- a. Turnover. Turnover, excluding VAT, comprises sales to customers outside the GEC Group and arms-length inter-GEC Group sales. The Company records transactions as sales when the delivery of products or performance of services takes place in accordance with the terms of sale.
- b. Stocks and contracts in progress. Stocks and contracts in progress are valued at the lower of cost, inclusive of appropriate overheads, and estimated net realisable value. Provisions are made for any losses incurred or expected to be incurred on uncompleted contracts. Profit on long-term contracts in progress is taken when a sale is recorded on part-delivery of products or part-performance of services, provided that the outcome of the contract can be assessed with reasonable certainty. Advance payments received from customers are shown as prepayments on account of contracts until there is a right of set-off against the value of work undertaken. Progress payments received are deducted from the value of work carried out, any excess being included within prepayments on account of contracts.
- c. Taxation. Taxation on profit on ordinary activities is that which has been paid or becomes payable in respect of the profits of the year. Deferred taxation is provided on all timing differences which are expected to reverse in the future at the rate of tax which is anticipated will apply in the year of assessment.