

Company Registration No. 965046 (England and Wales)

**BTR INTERNATIONAL LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2007**

MONDAY



\*AIM1HU0Q\*

A40

22/10/2007

270

COMPANIES HOUSE

# BTR INTERNATIONAL LIMITED

## COMPANY INFORMATION

---

<b>Directors</b>	D J Thomas V M Hull
<b>Secretary</b>	Invensys Secretaries Limited
<b>Company number</b>	965046
<b>Registered office</b>	Portland House Bressenden Place London SW1E 5BF
<b>Auditors</b>	Ernst & Young LLP 1 More London Place London SE1 2AF

---

# BTR INTERNATIONAL LIMITED

## CONTENTS

---

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Statement of total recognised gains and losses	6
Balance sheet	7
Notes to the financial statements	8 - 13

---

# **BTR INTERNATIONAL LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 MARCH 2007**

---

The directors present their report and financial statements for the year ended 31 March 2007

#### **Principal activities and review of the business**

The principal activity of the Company continued to be that of a holding company within the Invensys group. The directors do not expect any change in the principal activity during the next financial year.

In July 2006 Invensys plc completed a £341m rights issue. The proceeds of this issue were, together with net funds from a refinancing of the Group's bank borrowings, applied to or set aside for the reduction of the Group's debt.

During the year a number of intra group balances were transferred from the immediate parent company to BTR International Limited following an internal reorganisation.

On 15 March 2007, Thomas Tilling International Limited was transferred to fellow subsidiary undertaking, BTR Industries Limited. Proceeds of £1,076,319k were received resulting in a profit of £55,202k.

On 15 March 2007, BTR Europe (UK) Limited was transferred to fellow subsidiary undertaking, BTR Industries Limited. Proceeds of £4,001k were received resulting in a profit of £3k.

#### **Results and dividends**

The results for the year are set out on page 5.

The directors do not recommend payment of an ordinary dividend (2006: £nil).

#### **Directors**

The following directors have held office since 1 April 2006:

D J Thomas  
V M Hull

#### **Directors' interests**

The provisions of the Companies Act 1985 requiring disclosure of Directors' interests in the shares of Invensys plc were repealed by the Companies Act 2006. As such, no details have been included.

#### **Auditors**

The company has by elective resolution dispensed with the obligation to appoint auditors annually in accordance with section 386(1) of the Companies Act 1985. Therefore, the auditors, Ernst & Young LLP, will be deemed to be reappointed for each succeeding financial year.

# **BTR INTERNATIONAL LIMITED**

## **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007**

---

### **Directors' responsibilities in respect of the preparation of the financial statements**

The directors are responsible for preparing the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 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;
- present information, including accounting policies, in a manner that provides relevant, comparable and understandable information,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

### **Statement of disclosure to auditor**

In accordance with section 234ZA(2) of the Companies Act 1985, the directors confirmed, so far as each is aware, that there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all steps that they ought to have taken as a director in order to make themselves aware of, and to establish that the auditors are aware of, any relevant audit information.

By Order of the Board



Per/pro Trivensys Secretaries Limited  
Secretary  
Portland House  
Bressenden Place  
London  
SW1E 5BF  
19 September 2007

# **BTR INTERNATIONAL LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BTR INTERNATIONAL LIMITED**

---

We have audited the Company's financial statements for the year ended 31 March 2007 which comprise the Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses and the related notes 1 to 16. These financial statements have been prepared on the basis of 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 the directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities on page 2.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 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 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.

# **BTR INTERNATIONAL LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF BTR INTERNATIONAL LIMITED**

---

### **Opinion**

In our opinion

- the financial statements give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2007 and of its loss for the year then ended ,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

*Ernst & Young LLP*

**Ernst & Young LLP**

**Registered Auditor**

1 More London Place

London

SE1 2AF

*21 September 2007*

# BTR INTERNATIONAL LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2007

	Notes	2007 £'000	2006 £'000
Operating profit	3	-	-
Amount written off intercompany balances	2	(400,000)	-
Profit on disposal of fixed asset investments	14	55,205	427
Amounts provided on investments	6	(109,555)	-
<b>(Loss)/profit on ordinary activities before interest</b>		<b>(454,350)</b>	<b>427</b>
Other interest receivable and similar income	4	87,442	-
<b>(Loss)/profit on ordinary activities before taxation</b>		<b>(366,908)</b>	<b>427</b>
Tax on (loss)/profit on ordinary activities	5	-	-
<b>(Loss)/profit for the year</b>	<b>10</b>	<b>(366,908)</b>	<b>427</b>

The notes on pages 8 - 13 form part of the financial statements



# BTR INTERNATIONAL LIMITED

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2007

	Note	2007 £'000	2006 £'000
(Loss)/profit for the financial year		(366,908)	427
Currency translation differences on foreign currency net investments	10	(439)	1,601
<b>Total recognised gains and losses relating to the year</b>		<b>(367,347)</b>	<b>2,028</b>

The notes on pages 8 - 13 form part of the financial statements

# BTR INTERNATIONAL LIMITED

## BALANCE SHEET

AS AT 31 MARCH 2007

		2007		2006	
	Notes	£'000	£'000	£'000	£'000
<b>Fixed assets</b>					
Investments	6		402,879		1,537,549
<b>Current assets</b>					
Debtors	7	11,033,617		1,918,056	
Creditors: amounts falling due within one year	8	(8,441,009)		(92,771)	
<b>Net current assets</b>			2,592,608		1,825,285
<b>Total assets less current liabilities</b>			2,995,487		3,362,834
<b>Capital and reserves</b>					
Called up share capital	9		670		670
Share premium account	10		2,905,933		2,905,933
Other reserves	10		75,927		76,366
Profit and loss account	10		12,957		379,865
<b>Shareholders' funds</b>	11		2,995,487		3,362,834

The notes on pages 8 - 13 form part of the financial statements

The financial statements were approved by the Board on 19 September 2007 and signed on its behalf by



D.J. Thomas

Director

# **BTR INTERNATIONAL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007**

---

### **1 Accounting policies**

#### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards. The policies are consistent with the previous year.

Under Financial Reporting Standard No 1 Cash Flow Statements (Revised 1996), the Company is exempt from the requirement to produce a cash flow statement, on the grounds that it is a wholly owned subsidiary undertaking of Invensys plc, a listed company that prepares a consolidated cash flow statement for the Invensys group.

#### **1.2 Investments**

Investments in subsidiary undertakings are held at cost less provisions for impairment where a permanent diminution in value has been identified. In respect of the calculation of the cost and provision of the investment, the underlying currency amount is valued at the closing rate at the balance sheet date and exchange movements are taken to reserves.

#### **1.3 Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less tax, in the future, with the following exceptions:

Provision is made for tax on gains arising from fair value adjustments of fixed assets, or gains on disposal of fixed assets, that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

# BTR INTERNATIONAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007

### 1 Accounting policies

(continued)

#### 1.4 Foreign currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. All monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the period end. Exchange differences arising from the re-translation of foreign currency denominated assets and liabilities together with other exchange differences arising in the year are included in the profit and loss account, except those differences taken directly to reserves under the provisions of SSAP 20.

#### 1.5 Group accounts

Group accounts have not been prepared because the Company is a wholly owned subsidiary undertaking of Invensys plc, a company incorporated in England & Wales. As a result, the accounts present information about the Company as an individual undertaking and not about its group.

### 2 Amounts written off intercompany balances

On 19 March 2007, a Deed of Waiver between the Company and a fellow subsidiary undertaking to irrevocably waive the funding loan due from the fellow subsidiary undertaking to the Company of the amount £400,000k.

### 3 Operating profit

Fees paid to the Company's auditors for the audit of the financial statements were £2,000 (2006 £2,000). Fees paid to the Company's auditors for non-audit services to the Company itself are not disclosed in the Company's financial statements since the consolidated accounts of the Company's ultimate parent, Invensys plc, are required to disclose non-audit fees on a consolidated basis.

The auditors remuneration is borne by the Company's ultimate parent undertaking.

### 4 Investment income

	2007 £'000	2006 £'000
Interest receivable from group undertakings	87,442	-

# BTR INTERNATIONAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007

### 5 Taxation

	2007 £'000	2006 £'000
<b>(i) Analysis of tax charge</b>		
Current tax charge	-	-
<b>(ii) Factors affecting the tax charge for the year</b>		
(Loss)/profit on ordinary activities before taxation	(366,908)	427
(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2006 30.00%)	(110,072)	128
Effects of		
Non-deductible - Amounts provided on investments	32,866	-
Disposal of investments - non taxable gain	(16,562)	(128)
Non-deductible intercompany loan write-offs	120,000	-
UK to UK transfer pricing adjustment	53,015	26,930
Group relief claim	(79,247)	(26,930)
	110,072	(128)
<b>Current tax charge</b>	-	-

### (iii) Factors that may affect future tax charges

As a UK resident company in the Invensys plc group the Company is eligible to surrender UK group relief to, or claim UK group relief from, other Invensys plc group companies. These claims and/or surrenders may be made with or without charge.

# BTR INTERNATIONAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007

### 6 Fixed asset investments

	Shares in subsidiary undertakings £'000
<b>Cost</b>	
At 1 April 2006	1,887,506
Disposals (see note 14)	(1,063,567)
At 31 March 2007	823,939
<b>Provisions</b>	
At 1 April 2006	349,957
Disposals (see note 14)	(38,452)
Charge for the year	109,555
At 31 March 2007	421,060
<b>Net book value</b>	
At 31 March 2007	402,879
At 31 March 2006	1,537,549

The Company has revalued the underlying currency amount of its investment in Invensys Australia Limited. The revaluation covers the period 1 April 2006 to 31 March 2007, the exchange rate for which has fluctuated but has remained the same between the two dates. An exchange loss on borrowings taken out to hedge the exchange risk on the investment has resulted as the principal balance has also fluctuated over the period.

Details of the Company's principal undertakings are as follows:

Company	Country of registration, incorporation and operation	Shares held		Nature of business
		Class	%	
<b>Subsidiary undertakings</b>				
RTB Australia Pty Limited	Australia	Ordinary	100.00	Holding company
Invensys Singapore Pte Limited	Singapore	Ordinary	100.00	Non-trading company
DNA (Housemarks) Limited	England & Wales	Ordinary	96.00	Non-trading company

# BTR INTERNATIONAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007

<b>7 Debtors</b>	<b>2007</b>	<b>2006</b>	
	<b>£'000</b>	<b>£'000</b>	
Amounts owed by parent and fellow subsidiary undertakings	11,033,617	1,918,056	
<b>8 Creditors: amounts falling due within one year</b>	<b>2007</b>	<b>2006</b>	
	<b>£'000</b>	<b>£'000</b>	
Amounts owed to parent and fellow subsidiary undertakings	8,441,009	92,771	
<b>9 Share capital</b>	<b>2007</b>	<b>2006</b>	
	<b>£'000</b>	<b>£'000</b>	
<b>Authorised</b>			
700,000 ordinary shares of £1 each	700	700	
<b>Allotted, called up and fully paid</b>			
670,001 ordinary shares of £1 each	670	670	
<b>10 Statement of movements on reserves</b>			
	<b>Share premium account</b>	<b>Other reserves</b>	<b>Profit and loss account</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Balance at 1 April 2006	2,905,933	76,366	379,865
Loss for the year	-	-	(366,908)
Foreign currency translation differences	-	(439)	-
Balance at 31 March 2007	2,905,933	75,927	12,957

# BTR INTERNATIONAL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2007

---

11 Reconciliation of movements in shareholders' funds	2007 £'000	2006 £'000
(Loss)/Profit for the financial year	(366,908)	427
Other recognised gains and losses	(439)	1,601
	<hr/>	<hr/>
Net (depletion in)/addition to shareholders' funds	(367,347)	2,028
Opening shareholders' funds	3,362,834	3,360,806
	<hr/>	<hr/>
Closing shareholders' funds	2,995,487	3,362,834
	<hr/>	<hr/>

### 12 Directors' emoluments

None of the directors received any emoluments from the Company during the year (2006 £nil)

### 13 Employees

#### Number of employees

There were no employees during the year (2006 nil)

### 14 Disposals

On 15 March 2007, Thomas Tilling International Limited was transferred to fellow subsidiary undertaking, BTR Industries Limited. Proceeds of £1,076,319k were received resulting in a profit of £55,202k.

On 15 March 2007, BTR Europe (UK) Limited was transferred to fellow subsidiary undertaking, BTR Industries Limited. Proceeds of £4,001k were received resulting in a profit of £3k.

### 15 Control

The immediate parent company is Invensys International Holdings Limited, a company registered in England and Wales, and the ultimate parent company is Invensys plc, a company registered in England and Wales. The only group preparing consolidated financial statements which include the Company is Invensys plc. Copies of the financial statements of Invensys plc can be obtained from the Company Secretarial Department, Invensys plc, Portland House, Bressenden Place, London SW1E 5BF.

### 16 Related party transactions

As the Company is a wholly owned subsidiary undertaking of Invensys plc, a company registered in England and Wales, which publishes consolidated accounts, the Company has pursuant to paragraph 17 of Financial Reporting Standard No 8 Related Party Disclosures (FRS 8) not included details of transactions with other companies which are subsidiaries of the Invensys group. There are no other related party transactions.