

**Clarence Marine Engineering Limited**

**Directors' report and financial  
statements**

**Registered number - 02139067**

**31 March 2006**

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## **Company information**

<b>Directors</b>	C Roberts JL Foster
<b>Company Secretary</b>	JL Foster
<b>Bankers</b>	HSBC plc 18 North Street Bishop's Stortford Hertfordshire CM23 2LP
<b>Auditor</b>	KPMG Audit Plc St Nicholas House Park Row Nottingham NG1 6FQ
<b>Registered office</b>	South Street Gosport Hampshire PO12 1EP
<b>Solicitors</b>	Blake Lapthorn Tarlo Lyons New Court 1 Barnes Wallis Road Segensworth Hampshire PO15 5OA

## **Directors' report**

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

### **Activities**

The principal activity of the company during the year was marine engineering and maintenance, operating from Clarence Wharf, Gosport, where it maintained the group's launches and ferry vessels.

### **Results**

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The Portsmouth Harbour Ferry Company Limited, the company's immediate parent company, manages its operations on a divisional basis. For this reason, the company's directors believe key performance indicators for the company are not necessary for an understanding of the development, performance or position of the business. The performance of The Portsmouth Harbour Ferry Company Limited group is discussed in the ultimate parent company's directors' report, which does not form part of this report.

### **Post balance sheet events**

With effect from 1 April 2006, the trade (representing the provision of marine engineering and maintenance services) and certain assets and liabilities of Clarence Marine Engineering Limited were transferred to Gosport Ferry Limited.

### **Policy on payment of creditors**

The company operates a creditors payment policy designed to settle invoices within six weeks of the suppliers' invoice date.

### **Directors**

The directors who served the company during the year were as follows:

JL Foster	
C Roberts	- appointed 7 February 2006
M West	- appointed 7 February 2006, resigned 15 November 2006
AM Knightley	- resigned 31 March 2006
PR Bryant	- appointed 7 February 2006, resigned 14 July 2006
MR Wright	- resigned 31 May 2005
JE Macmillan	- resigned 4 April 2005

The interests of the directors who are also directors of the parent and ultimate parent undertakings are disclosed in the directors' report of the ultimate parent company.

**Directors' report** *(continued)*

**Disclosure of information to auditors**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**Auditors**

Grant Thornton UK LLP resigned as auditors during the year and KPMG Audit Plc were appointed in their place. In accordance with section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditor of the group will be put to the shareholders at the Annual General Meeting of the ultimate parent company.

On behalf of the board



**J. Foster**  
*Company Secretary*

23 January 2007

## **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 and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



## KPMG Audit Plc

St Nicholas House  
Park Row  
Nottingham NG1 6FQ  
United Kingdom

### **Report of the independent auditors to the members of Clarence Marine Engineering Limited**

We have audited the financial statements of Clarence Marine Engineering 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**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities on page 4.

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 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;
- 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.

*KPMG Audit Plc*

Chartered Accountants  
Registered Auditor

Dated: *23 January 2007*

**Profit and loss account**  
*for the year ended 31 March 2006*

	<i>Note</i>	Year to 31 March 2006 £	15 months to 31 March 2005 £
Turnover	2	383,215	491,462
Cost of sales		(165,711)	(222,659)
<b>Gross profit</b>		<b>217,504</b>	<b>268,803</b>
Other operating charges	3	(198,408)	(245,851)
<b>Profit on ordinary activities before taxation</b>	4	<b>19,096</b>	<b>22,952</b>
Tax on profit on ordinary activities	6	(4,745)	(6,988)
<b>Profit for the financial year</b>	13	<b>14,351</b>	<b>15,964</b>

In both the current year and preceding period, the company made no material acquisitions and had no discontinued operations.

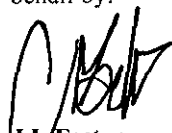
There were no recognised gains or losses in either the current year or preceding period other than those disclosed in the profit and loss account.



**Balance sheet**  
*as at 31 March 2006*

	<i>Note</i>	<b>2006</b>	<b>2005</b>
		£	£
<b>Fixed assets</b>			
Tangible assets	8	102,517	110,401
<b>Current assets</b>			
Debtors	9	928,391	615,862
Cash at bank and in hand		300	1,208
		<u>928,691</u>	<u>617,070</u>
<b>Creditors: amounts falling due within one year</b>	10	<u>(817,487)</u>	<u>(528,554)</u>
<b>Net current assets</b>		<u>111,204</u>	<u>88,516</u>
<b>Total assets less current liabilities</b>		<u>213,721</u>	<u>198,917</u>
<b>Provisions for liabilities and charges</b>	11	<u>(3,623)</u>	<u>(3,170)</u>
<b>Net assets</b>		<u><u>210,098</u></u>	<u><u>195,747</u></u>
<b>Capital and reserves</b>			
Called up share capital	12	2,000	2,000
Profit and loss account	13	208,098	193,747
<b>Shareholder's funds</b>	14	<u><u>210,098</u></u>	<u><u>195,747</u></u>

These financial statements were approved by the board of directors on 23 January 2007 and were signed on its behalf by:

  
**J L Foster**  
*Director*

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements, except as noted below.

In these financial statements the following new standards have been adopted for the first time:

- FRS 21 'Events after the balance sheet date';
- the presentation requirements of FRS 25 'Financial instruments: presentation and disclosure'; and
- FRS 28 'Corresponding amounts'.

The corresponding amounts in these financial statements are restated in accordance with the new policies.

The accounting policies under these new standards are set out below together with an indication of the effects of their adoption. FRS 28 'Corresponding amounts' has had no material effect as it imposes the same requirements for comparatives as hitherto required by the Companies Act 1985.

The adoption of FRS 21 'Events after the balance sheet date' and the presentation requirements of FRS 25 'Financial instruments: presentation and disclosure' have resulted in no impact on either the current or prior year results.

#### ***Basis of preparation***

These financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

Under FRS 1 'Cash flow statements (revised 1996)' the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Falkland Island Holdings plc, the company has taken advantage of the exemption contained in FRS 8 'Related party disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Falkland Island Holdings plc, within which this company is included, can be obtained from the address given in note 18.

#### ***Depreciation***

Depreciation is provided by equal annual instalments to reduce the cost or valuation of fixed assets, other than freehold land on which no depreciation is charged, to residual value over their estimated useful working lives. The principal annual rates are:

Freehold buildings	25 years
Plant & Machinery	Periods between 5-10 years
Motor Vehicles	4 years
Fixtures & Fittings	Periods between 5-10 years

#### ***Taxation***

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Classification of financial instruments issued by the company*

Following the adoption of FRS 25, financial instruments issued by the company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholder's funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds.

#### *Dividends on shares presented within shareholder's funds*

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

#### *Stocks*

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

#### *Turnover*

Turnover represents the amounts charged to customers in the ordinary course of business for goods and services provided, including fellow subsidiaries of Falkland Islands Holdings plc, exclusive of value added tax.

#### *Post retirement benefits*

The company contributes to a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The amounts charged to the profit and loss account represent the contributions payable to the scheme in respect of the accounting period.

#### *Leases*

Assets held under finance leases are capitalised and the outstanding future lease obligations are shown in creditors.

### 2 Segmental information

	Year to 31 Mar 06 £	15 months to 31 Mar 05 £
<i>Geographical analysis of turnover:</i>		
United Kingdom	383,215	491,462

## Notes (continued)

### 3 Other operating charges

	Year to 31 Mar 06 £	15 months to 31 Mar 05 £
Administrative expenses	198,408	245,851

### 4 Profit on ordinary activities before taxation

	Year to 31 Mar 06 £	15 months to 31 Mar 05 £
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Depreciation - owned assets	7,884	11,458
Operating lease costs - land and buildings	30,960	38,700

Auditors' remuneration relating to this company has been charged to The Portsmouth Harbour Ferry Company Limited.

### 5 Directors and employees

	Year to 31 Mar 06 Number	15 months to 31 Mar 05 Number
<i>The average number of persons employed by the company during the year was:</i>		
Maintenance	8	8
	£	£
<i>The aggregate payroll costs of the above were:</i>		
Wages and salaries	198,037	254,234
Social security costs	20,943	26,390
Other pension costs	11,204	13,054
	230,184	293,678

The directors did not receive any remuneration in the year (2005: £nil).

## Notes (continued)

### 6 Tax on profit on ordinary activities

#### (a) Analysis of charge in the period

	Year to 31 Mar 06 £	15 months to 31 Mar 05 £
<i>The taxation charge based on the profit for the year comprises:</i>		
UK corporation tax at 19% (2005: 19%)	4,292	5,204
Adjustments in respect of prior periods	-	97
	<hr/>	<hr/>
Total current tax charges	4,292	5,301
Deferred taxation - origination and reversal of timing differences (note 11)	453	1,687
	<hr/>	<hr/>
Tax on profit on ordinary activities	4,745	6,988
	<hr/>	<hr/>

#### (b) Factors affecting the tax charge for the current period

The current tax charge for the year is higher (2005: higher) than the standard rate of corporation tax in the UK of 19% (2005: 19%). The differences are explained below:

	£	£
<i>Current tax reconciliation:</i>		
Profit on ordinary activities before tax	19,096	22,952
	<hr/>	<hr/>
Current tax at 19% (2005: 19%)	3,628	4,361
	<hr/>	<hr/>
<i>Effects of:</i>		
Expenses not deductible for tax purposes	211	1,441
Depreciation in the period in excess of capital allowances	453	(598)
Adjustments in respect of prior periods	-	97
	<hr/>	<hr/>
Total current tax charge	4,292	5,301
	<hr/>	<hr/>

### 7 Dividends

	Year to 31 Mar 06 £	15 months to 31 Mar 05 £
<i>Equity dividends:</i>		
Dividends paid in the financial year	-	-
	<hr/>	<hr/>

## Notes (continued)

### 8 Tangible assets

	Freehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
<i>Cost or valuation:</i>					
At 1 April 2005 and at 31 March 2006	188,247	107,922	23,369	4,285	323,823
<i>Accumulated depreciation:</i>					
At 1 April 2005	78,253	107,791	23,368	4,010	213,422
Charge for the year	7,540	128	-	216	7,884
At 31 March 2006	85,793	107,919	23,368	4,226	221,306
<i>Net book value:</i>					
<b>At 31 March 2006</b>	<b>102,454</b>	<b>3</b>	<b>1</b>	<b>59</b>	<b>102,517</b>
At 31 March 2005	109,994	131	1	275	110,401

### 9 Debtors

	2006 £	2005 £
Amounts owed by group undertakings	928,391	614,889
Other debtors	-	51
Prepayments and accrued income	-	922
	<b>928,391</b>	<b>615,862</b>

### 10 Creditors: amounts falling due within one year

	2006 £	2005 £
Bank loans and overdrafts	35,732	-
Trade creditors	-	26,788
Amounts owed to group undertakings	764,901	483,759
Corporation tax	4,292	5,208
Other taxation and social security	5,562	6,372
Other creditors	-	3,317
Accruals and deferred income	7,000	3,110
	<b>817,487</b>	<b>528,554</b>

**Notes (continued)**

**11 Provisions for liabilities and charges**

***Deferred taxation***

The movement in the deferred taxation account during the year was:

	2006 £	2005 £
Balance brought forward	3,170	1,483
Profit and loss account movement arising during the year (note 6)	453	1,687
	<hr/>	<hr/>
Balance carried forward	3,623	3,170
	<hr/>	<hr/>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of:

	2006 £	2005 £
Excess of taxation allowances over depreciation on fixed assets	3,623	3,170
	<hr/>	<hr/>

**12 Called up share capital**

	2006 £	2005 £
<i>Authorised:</i>		
2,000 ordinary shares of £1 each	2,000	2,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid:</i>		
2,000 ordinary shares of £1 each	2,000	2,000
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**13 Profit and loss account**

	2006 £	2005 £
Balance brought forward	193,747	177,783
Profit for the year	14,351	15,964
	<hr/>	<hr/>
Balance carried forward	208,098	193,747
	<hr/>	<hr/>

## Notes (continued)

### 14 Reconciliation of movements in shareholder's funds

	2006 £	2005 £
Profit for the year	14,351	15,964
Net addition to shareholder's funds	14,351	15,964
Opening shareholder's funds	195,747	179,783
Closing shareholder's funds	210,098	195,747

### 15 Contingent liabilities

There were no contingent liabilities at 31 March 2006 or 31 March 2005.

### 16 Capital commitments

As at 31 March 2006 the company had no capital commitments authorised but not contracted for (2005: £nil).

### 17 Pensions

The company contributes to a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £11,204 (2005: £13,054). There were no outstanding contributions either at the beginning or end of the financial period.

### 18 Ultimate and immediate parent company

The directors consider that the parent undertaking of this company is The Portsmouth Harbour Ferry Company Limited, and that the ultimate parent company is Falkland Islands Holdings plc, both companies are incorporated in Great Britain.

A copy of the financial statements of Falkland Islands Holdings plc, in which the results of Clarence Marine Engineering Limited are consolidated, can be obtained from Falkland Islands Holdings plc, Charringtons House, The Causeway, Bishop's Stortford, Hertfordshire, CM23 2ER.

### 19 Post balance sheet events

With effect from 1 April 2006, the trade and certain assets and liabilities of Clarence Marine Engineering Limited were transferred to Gosport Ferry Limited.