Babcock Services Group Limited Annual Report For the year ended 31 March 2020 Company registration number:

3939840



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Directors and advisors

Current directors

S C Bowen P L Edwards

Company secretary

Babcock Corporate Secretaries Limited

Registered office

33 Wigmore Street London England W1U 1QX

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Donington Court
Pegasus Business Park
Herald Way
East Midlands
DE74 2UZ

Strategic report for the year ended 31 March 2020

The directors present their Strategic report on the Company for the year ended 31 March 2020.

Principal activities

The Company is a holding company for a number of businesses involved in the provision of engineered solutions and services to a worldwide customer base in the Nuclear industry.

Review of the business

	2020 £000	2019 £000
(Loss) / profit for the financial year before taxation	(180)	46,825

The loss for the financial year resulted from loan interest payable to group undertakings. The profit for the prior year came from dividends received from Cavendish Nuclear Limited.

Going concern

The Company acts as an intermediate holding company for a number of dormant and trading entities (as outlined in note 14), the main trading entity being Cavendish Nuclear Limited. Cavendish Nuclear Limited meets its day-to-day working capital requirements through bank facilities and the Group's treasury arrangements. Current forecasts and projections, taking account of reasonably possible changes in trading performance, show that this entity should be able to operate within the level of available facilities.

The COVID 19 pandemic started to impact operations of the Babcock International Group towards the very end of the financial year to which these financial statements relate, so the impact on the results reported is limited. After the end of the financial year the impact of the pandemic was being felt across all markets, however the trading entities held by the Company continued to support their customers by keeping critical programmes and services operating, demonstrating the underlying strength of the business.

Principal risks and uncertainties

Due to the nature of the Company, the Company is not exposed to any material risks or uncertainties.

Further discussion of these risks and uncertainties - in the context of the Babcock International Group as a whole - including the expected impact of COVID-19 is provided on pages 80 to 92 of the annual report of Babcock International Group PLC, and so do not form part of this report.

Future developments

The principal activity of the Company is not expected to change in the foreseeable future.

Strategic report for the year ended 31 March 2020 (continued)

Key performance indicators

The Group's activities are managed on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not required for an understanding of the development, performance or position of the Company. The growth and performance of Nuclear, a sector of Babcock International Group PLC, which includes the Company, is discussed on pages 72 to 73 of the Group's report, and so does not form part of this report.

On behalf of the board

P L Edwards

Director

Directors' report for the year ended 31 March 2020

The directors present their annual report and the audited financial statements of the Company for the year ended 31 March 2020.

Dividends

No dividends were declared in the year (2019: £47,000,000).

Directors

The directors who held office during the year and up to the date of signing the annual report were as follows:

S C Bowen

P L Edwards (appointed 1 December 2019)

K J Garvey (resigned 1 December 2019)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 the financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- State whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- · Make judgements and accounting estimates that are reasonable and prudent; 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 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 are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006.

Directors' report for the year ended 31 March 2020 (continued)

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Qualifying third party indemnity provisions

Babcock International Group PLC provides protections for directors of companies within the Group against personal financial exposure they may incur in their capacity as such. These include qualifying third party indemnity provisions (as defined by the Companies Act 2006) for the benefit of members of Babcock International Group PLC, including, where applicable, in their capacity as a director of the Company and other companies within the Group. These indemnities were in force during the financial year and also at the date of approval of the financial statements.

Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

On behalf of the board

P L Edwards

Director

Independent auditors' report to the members of Babcock Services Group Limited

Report on the audit of the financial statements

Opinion

In our opinion, Babcock Services Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance sheet as at 31 March 2020; the Income statement, the Statement of comprehensive income and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material
 uncertainties that may cast significant doubt about the company's ability to continue to
 adopt the going concern basis of accounting for a period of at least twelve months from the
 date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Independent auditors' report to the members of Babcock Services Group Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 31 March 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report to the members of Babcock Services Group Limited (continued)

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Alan Walsh (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors East Midlands

Income statement			
for the year ended 31 March 2020	Note	2020	2019
	,,,,,,	£000	£000
Operating result		-	-
Income from shares in group undertakings Finance costs	3 4	- (180)	47,000 (175)
(Loss) / profit before taxation		(180)	46,825
Income tax	8 _		
(Loss) / profit for the financial year	_	(180)	46,825
All of the above results derive from continuing ope	erations.		
		ī	•
Statement of comprehensive income for the year ended 31 March 2020			
		2020 £000	2019 £000
(Loss) / profit for the financial year	_	(180)	46,825
Other comprehensive income:		-	-
Total comprehensive (expense) / income for tyear	- the	(180)	46,825

Balance sheet

as at 31 March 2020	•	,	
	Note	2020	2019
Non-current assets	Note	£000	£000
Investments	9	91,370	131,370
Current assets			
Trade and other receivables Cash at bank and in hand	10	99,477	59,477
		99,477	59,477
Current liabilities		·	
Trade and other payables	11	(53,243)	(53,063)
Net current assets	. —	46,234	6,414
Net assets		137,604	137,784
Equity			
Called up share capital	12	59	59
Share premium account		50,906	50,906
Capital redemption reserve		46	46
Retained earnings		86,593	86,773
Total shareholders' funds		137,604	137,784

The notes on pages 12 to 18 are an integral part of these financial statements.

The financial statements on pages 9 to 18 were approved by the board of directors and signed on its behalf by:

P L Edwards

Director

Statement of changes in equity for the year ended 31 March 2020

•	Called- up share capital £000	Share premium account £000	Capital redemption reserve £000	Retained earnings	Total share- holders' funds £000
Balance at 1 April 2018	59	50,906	46	86,948	137,959
Profit and total comprehensive income for the financial year	-	-	-	46,825	46,825
Dividends paid	_	-		(47,000)	(47,000)
Balance at 31 March 2019	59	50,906	46	86,773	137,784
Loss and total comprehensive expense for the financial year	, 	-	- -	(180)	(180)
Balance at 31 March 2020	59	50,906	46	86,593	137,604

Notes to the financial statements

1 General information

Babcock Services Group Limited is a private limited company, which is incorporated and domiciled in the UK. The address of the registered Office is 33 Wigmore Street, London W1U 1QX.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and in accordance with the Companies Act 2006. These financial statements are prepared on a going concern basis, under the historical cost convention. The financial statements are prepared in sterling, which is the functional currency of the Company and rounded to the nearest thousand (Great British Pound).

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The Company is a wholly owned subsidiary of Babcock Support Services (Investments) Limited and of its ultimate parent, Babcock International Group PLC. It is included in the consolidated financial statements of Babcock International Group PLC, which are publicly available. Therefore, the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- a) Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information in respect of:
- paragraph 79(a) (iv) of IAS 1 Share capital and reserves;
- b) The following paragraphs of IAS 1, 'Presentation of financial statements':
- 10(d), 10(f), 16, 38, 40, 111, and 134-136
- c) IAS 7, 'Statement of cash flows'
- d) Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors'
- e) The requirements of IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Going concern

The Company acts as an intermediate holding company for a number of dormant and trading entities (as outlined in note 14), the main trading entity being Cavendish Nuclear Limited. Cavendish Nuclear Limited meets its day-to-day working capital requirements through bank facilities and the Group's treasury arrangements.

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Investments

Fixed asset investments are stated at cost less provision for impairment in value.

Taxation

(a) Current income tax

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted, or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Tax is recognised in the income statement except to the extent that it relates to items recognised directly in either other comprehensive income or in equity.

Critical accounting estimates and judgements

The directors consider the receivables balances to be recoverable as the Company's ultimate parent undertaking has confirmed that it will provide such financial support and other support as is necessary to enable the Company to meet its liabilities for the foreseeable future. The directors consider the carrying value of investments in these financial statements to be recoverable and confirm that the value of these investments reflect the impact of impairment reviews carried out.

Notes to the financial statements (continued)

3 Income from shares in group undertakings		
	2020	2019
	£000	£000
Dividend received from Cavendish Nuclear Limited	-	47,000
	. <u>-</u>	47,000
4 Finance costs		
	2020	2019
	£000	£000
Loan interest payable to group undertakings	(400)	(475)
. ,	(180)_	(175)_

Operating result

Statutory audit fees of £3,000 (2019 - £3,000) were borne by a fellow subsidiary undertaking and not recharged to the company. Fees paid to the Company's auditors, PricewaterhouseCoopers LLP, and its associates, for services other than the statutory audit of the Company, are disclosed on a consolidated basis in the financial statements of the ultimate parent undertaking, Babcock International Group PLC. There were no amounts paid by this Company to the auditors in respect of non-audit fees in either year.

6 Staff costs

No staff are employed by the company (2019: None), all activities relating to the company are performed by staff employed by other companies within the group. There are no recharges payable by the Company for these activities and hence it is not possible to determine the related employee costs. Employee costs are disclosed in full within the Annual report of Cavendish Nuclear Limited.

Directors' emoluments

All of the directors of the Company are remunerated by other Babcock Group companies. It is not possible to make an accurate apportionment of these directors' emoluments relating to services provided to the Company and as such no disclosure of emoluments received by these directors has been made in these financial statements. No recharge is made for costs borne by the Company in relation to services performed by the directors in relation to other Babcock Group companies.

8 Income tax expense

Tax expense included in income statement

Tux expense moraded in meeme elatement	2020 £000	2019 £000
Current tax	-	-
Deferred tax		
Income tax expense		
Registered number 3939840	•	Page 14

Notes to the financial statements (continued)

8 Income tax expense (continued)

The tax assessed for the year is lower (2019: lower) than the standard effective rate of corporation tax in the UK for the year ended 31 March 2020 of 19% (2019: 19%). The differences are explained below:

	2020 £000	2019 £000
(Loss) /profit on ordinary activities before taxation	(180)	46,825
Profit on ordinary activities multiplied by standard UK corporation tax rate of 19% (2019: 19%) Effects of:	(34)	8,897
Income not subject to tax Group relief for nil consideration	- 34	(8,930) 33
Total tax charge for the year		

In the UK 2019 Budget it was announced that the UK corporation tax rate would not reduce to 17% but would remain at 19% from April 2020. As a result of this change, UK deferred tax balances have been re-measured at 19% as this is the tax rate that will apply on reversal.

9 Investments

	2020 £000	2019 £000
Shares in group undertakings		
At 1 April	131,370	131,370
Return of capital originally invested	(40,000)	-
At 31 March	91,370	131,370

The directors believe that the carrying value of the investments is supported by their underlying net assets. The Company's capital investment in INS Innovation Limited was returned during the year as part of the wind-up of the wholly owned subsidiary.

The Company's subsidiary undertakings are listed in note 14.

10 Trade and other receivables

	·	
	2020	2019
	£000	£000
Amounts falling due within one year:		
Amounts owed by group undertakings	99,477	59,477

Amounts owed by group undertakings are unsecured, interest free, and repayable on demand. Within the group loans are three loans (2019: three) amounting to £99,477,000 (2019: £59,477,000).

Notes to the financial statements (continued)

11 Trade and other payables

Trade and other payables		
	2020	2019
	£000	£000
Amounts falling due within one year:		
Amounts owed to group undertakings	53,243	53,063

Amounts owed to group undertakings are unsecured and repayable on demand.

There are two loans (2019: two) to group companies:

- A loan of £10,500,000 (2019: £10,500,000) is repayable on demand, the interest rate is 1.70975%.
- A loan of £40,000,000 (2019: £40,000,000) is repayable on demand, with no interest charge.

12 Called up share capital

	2020 £000	2019 £000
Authorised 1,000,000 (2019: 1,000,000) 'A' Ordinary shares of 10p each	100	100
Allotted and fully paid 586,146 (2019: 586,146) 'A' Ordinary shares of 10p each	. 59	59

13 Related party disclosures

The Company has taken advantage of the exemptions within FRS 101 not to disclose transactions and balances with Babcock International Group PLC and its wholly owned subsidiaries, on the grounds that the Company itself is a wholly owned subsidiary of Babcock International Group PLC, for which the consolidated financial statements are publicly available.

Notes to the financial statements (continued)

14 Subsidiary, and associate and joint venture undertakings

All related undertakings for the Company are as listed below:

Company Name	Registered office	Country	Interest	Direct %	Indirect %
Babcock Power Maintenance Limited	33 Wigmore Street, London, W1U 1QX	UK	2,900,000 Ordinary shares	100%	-
Cavendish Nuclear (Overseas) Limited	33 Wigmore Street, London, W1U 1QX	UK	25,000 Ordinary shares	100%	- ,
Cavendish Nuclear Limited	33 Wigmore Street, London, W1U 1QX	UK	15 Ordinary shares and 50,000 Preference shares	100%	-
INS Innovation Limited *	33 Wigmore Street, London, W1U 1QX	UK	1 Ordinary share	100%	-
BIL Solutions Limited *	33 Wigmore Street, London, W1U 1QX	UK	2,000,000 Ordinary shares	-	100%
Cavendish Boccard Nuclear Limited	33 Wigmore Street, London, W1U 1QX	UK	51 Ordinary shares	-	51%
Cavendish Dounreay Partnership Limited	33 Wigmore Street, London, W1U 1QX	UK	50 Ordinary shares	-	50%
Cavendish Fluor Partnership Limited	33 Wigmore Street, London, W1U 1QX	UK	65 Ordinary shares	-	65%
Cavendish Nuclear Manufacturing Limited	33 Wigmore Street, London, W1U 1QX	UK	1,000,000 Ordinary shares	-	100%
Dounreay Site Restoration Limited	Building D2003, Dounreay, Thurso, Caithness, KW14 7TZ	UK	1 Ordinary A share and 1 Ordinary B share	-	50%
Cavendish Nuclear Japan KK	GYB Akihabara, Room 405, Kandasuda-Cho 2-25 Chiyoda – Ku Tokyo, Japan	Japan	20 Ordinary Shares	100%	-
Babcock Integration LLP	33 Wigmore Street, London, England, W1U 1QX	UK	1 Ordinary Share		3.23%
Babcock IP Management (Number One) Limited	33 Wigmore Street, London, England, W1U 1QX	UK	1 Ordinary Share	<u>-</u> `	0.02%

^{*} These entities were liquidated during the year.

Notes to the financial statements (continued)

15 Ultimate parent undertaking

The Company's immediate parent company is Babcock Support Services (Investments) Limited, a company registered in England and Wales. The Company's ultimate parent undertaking and controlling party is Babcock International Group PLC, a company registered in England and Wales.

The only Group in which the results of the Company are consolidated is that headed by Babcock International Group PLC.

Copies of Babcock International Group PLC Financial Statements are available from the following address:

The Company Secretary
Babcock International Group PLC
33 Wigmore Street
London W1U 1QX