

D-Tec Electrical Limited
REPORT AND FINANCIAL STATEMENTS

31 March 2008

Company Registration No. 5066192

FRIDAY



A93E16Y5

A49

30/01/2009

293

COMPANIES HOUSE

D-Tec Electrical Limited

CONTENTS

DIRECTORS AND ADVISORS	1
DIRECTORS' REPORT	2
DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS	3
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF D-TEC ELECTRICAL LIMITED	4
PROFIT AND LOSS ACCOUNT	7
BALANCE SHEET	8
RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	9
NOTES TO THE FINANCIAL STATEMENTS	10

D-Tec Electrical Limited

DIRECTORS AND ADVISORS

DIRECTORS

MP Jones
SR Hindley
MD Kay

SECRETARY

MD Kay

REGISTERED OFFICE

Unit 2
Whitegate Business Centre
Jardine Way
Chadderton
Oldham
OL9 9QL

AUDITORS

Baker Tilly UK Audit LLP
Chartered Accountants
Festival Way
Stoke-on-Trent
Staffordshire
ST1 5BB

D-Tec Electrical Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of D-Tec Electrical Limited for the year ended 31 March 2008.

The accounts have been prepared on a going concern basis which takes account of the support letter received from the parent company, P H Jones Limited, which confirms that they will support D-Tec Electrical Limited for at least 12 months from the date the accounts were signed:

PRINCIPAL ACTIVITIES

The principal activity of the company was that of electrical contracting and provision of telecom site inspection services.

On 21 April 2007, The Buxton Services Limited, the parent company of D-Tec Electrical Limited, was sold to Clarke Telecom Limited.

On 5 October 2007, D-Tec Electrical Limited was acquired by PH Jones Limited.

REVIEW OF THE BUSINESS

The results for the year are set out on page 7 of the financial statements.

DIRECTORS

The following directors have held office since 1 April 2007:

MP Jones (appointed 8 October 2007)
SR Hindley (appointed 5 October 2007)
P Holliday (appointed 10 May 2007, resigned 14 September 2007)
J Clarke (appointed 10 May 2007, resigned 14 September 2007)
J Clarke (appointed 10 May 2007, resigned 14 September 2007)
MD Kay (appointed 14 September 2007)
D Taylor (resigned 10 May 2007)
NE Newton (resigned 10 May 2007)
AJ Byrnes (resigned 15 September 2007)
D Mannix (resigned 10 May 2007)
PG Wild (resigned 10 May 2007)
AS George (resigned 10 May 2007)
MJ Doran (resigned 10 May 2007)

KEY PERFORMANCE INDICATORS (KPI's)

The company uses both financial and non-financial KPI's. Where relevant, KPI's are used as our primary measures of whether we are achieving our objectives.

KPI's measured include Gross Profit (2008: 4%, 2007: 11%), wages and salaries as a ratio to turnover (2008: 48%, 2007: 54%) and overheads as a ratio to turnover (2008: 23%, 2007: 17%). These are measured monthly and cumulatively and managers are assessed on their performance.

D-Tec Electrical Limited

DIRECTORS' REPORT (continued)

RISKS AND UNCERTAINTIES

The company's financial risk management objective is broadly to seek to make neither a profit or loss from exposure to interest rate risks. Its policy is to finance working capital through retained earnings and through borrowings at the prevailing market rate.

The company does not use hedge accounting. Its policy is to finance assets through fixed rate borrowings for a term broadly expected to match the useful economic lives of the assets.

FINANCIAL INSTRUMENTS

The company's exposure to price risk of financial instruments is therefore minimal. As counter party to all these financial instruments is its bankers, it is also exposed to minimal credit and liquidity risk in respect of these instruments.

The directors do not consider any other risk attaching to the use of financial instruments to be material to the assessment of its financial position or profit.

FUTURE DEVELOPMENTS

The directors continue to review their plans for growth, including the option to acquire other businesses that fit in with the company's overall strategic long-term plans.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

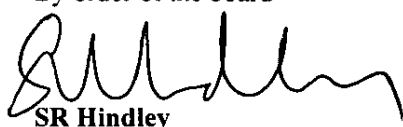
The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITORS

During the year KPMG LLP resigned as auditors of the company and the directors appointed Baker Tilly UK Audit LLP to fill the casual vacancy arising.

A resolution to reappoint Baker Tilly UK Audit LLP, Chartered Accountants, as auditors will be put to the members at the Annual General Meeting.

By order of the board



SR Hindley
Director

28 January 2009

D-Tec Electrical Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 requirements of 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF D-TEC ELECTRICAL LIMITED

We have audited the financial statements on pages 7 to 19.

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 Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

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 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF D-TEC ELECTRICAL
LIMITED (continued)

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 at 31 March 2008 and of its loss for the year then ended and 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.



BAKER TILLY UK AUDIT LLP

Registered Auditor
Chartered Accountants
Festival Way
Stoke-on-Trent
Staffordshire
ST1 5BB

29 January 2009

D-Tec Electrical Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2008

	Note	2008 £000	2007 £000
TURNOVER – CONTINUING OPERATIONS		1,699	2,385
Cost of sales		(1,637)	(2,131)
GROSS PROFIT		62	254
Administrative expenses		(394)	(399)
OPERATING LOSS – CONTINUING OPERATIONS	1	(332)	(145)
Interest receivable and similar income	2	-	1
Interest payable and similar charges	3	(4)	(1)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(336)	(145)
Taxation	5	-	5
LOSS FOR THE FINANCIAL YEAR	12	(336)	(140)

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

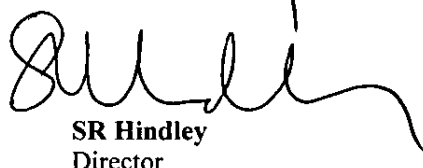
D-Tec Electrical Limited

BALANCE SHEET

at 31 March 2008

	Note	2008	2007
		£000	£000
FIXED ASSETS			
Tangible assets	6	10	38
CURRENT ASSETS			
Stocks	7	3	23
Debtors	8	453	482
Cash at bank and in hand		135	-
Deferred tax asset		-	1
		<u>591</u>	<u>506</u>
CREDITORS: Amounts falling due within one year	9	<u>(794)</u>	<u>(397)</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(203)</u>	<u>109</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(193)</u>	<u>147</u>
CREDITORS: Amounts falling due after more than one year	10	<u>-</u>	<u>(4)</u>
NET (LIABILITIES)/ASSETS		<u>(193)</u>	<u>143</u>
CAPITAL AND RESERVES			
Called up share capital	12	1	1
Profit and loss account	13	(194)	142
SHAREHOLDERS' (DEFICIT) / FUNDS		<u>(193)</u>	<u>143</u>

The financial statements on pages 7 to 19 were approved by the board of directors and authorised for issue on 28 January 2009 and are signed on its behalf by:


SR Hindley
 Director

D-Tec Electrical Limited

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

for the year ended 31 March 2008

	2008 £000	2007 £000
LOSS FOR THE FINANCIAL YEAR	(336)	(140)
NET REDUCTION IN SHAREHOLDERS' FUNDS	(336)	(140)
Opening shareholders' funds	143	283
CLOSING SHAREHOLDERS' (DEFICIT)/FUNDS	(193)	143

D-Tec Electrical Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

The company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the PH Jones Group Limited group.

TURNOVER

Turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

In respect of long-term contracts and contracts for ongoing services, turnover represents the value of work done in the year, including estimates of amounts not invoiced. Turnover in respect of long-term contracts and contracts for ongoing services is recognised by reference to the stage of completion.

TANGIBLE FIXED ASSETS

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value over its expected useful life, as follows:

Leasehold improvements -	25% straight line
Plant and machinery -	25% straight line
Motor vehicles -	20% straight line
Computer equipment -	33% straight line
Fixtures and fittings -	20-33% straight line

STOCKS

Stocks are stated at the lower of cost and net realisable value.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

LEASED ASSETS AND OBLIGATIONS

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

All other leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

D-Tec Electrical Limited

ACCOUNTING POLICIES (continued)

LONG TERM CONTRACTS

Long term contracts are assessed on a contract by contract basis and reflected in the profit and loss account by recording turnover and related costs as contract activity progresses. Turnover is ascertained in a manner appropriate to the stage of completion of the contract, and credit taken for profit earned to date when the outcome of the contract can be assessed with reasonable certainty. The amount by which turnover exceeds payments on account is classified as "amounts recoverable on contracts" and included in debtors; to the extent that payments on account exceed relevant turnover, the excess is included as a creditor.

RETIREMENT BENEFITS

The company operates a defined contribution pension scheme. The amount charged against profits represents the contributions payable to the schemes in respect of the accounting year.

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2008

1	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2008 £000	2007 £000
	Profit on ordinary activities before taxation is stated after charging:		
	Depreciation and amounts written off tangible fixed assets:		
	Charge for the year:		
	Owned assets	18	22
	Leased assets	-	3
	Operating leases		
	Land and buildings	25	25
	Auditors' fees	6	6
		<u> </u>	<u> </u>
	Auditors' remuneration in 2007 includes amounts payable to KPMG LLP.		
2	INTEREST RECEIVABLE AND SIMILAR INCOME	2008 £000	2007 £000
	Other bank interest	-	1
		<u> </u>	<u> </u>
3	INTEREST PAYABLE AND SIMILAR CHARGES	2008 £000	2007 £000
	On bank loans and overdrafts	4	1
		<u> </u>	<u> </u>

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

4	EMPLOYEES	2008	2007
		Number	Number
	The average monthly number of persons (including directors) employed by the company during the year was:		
	Administration	8	16
	Technical	19	26
		<u>27</u>	<u>42</u>
	Staff costs for the above persons:		
		2008	2007
		£000	£000
	Wages and salaries	720	1,132
	Social security costs	74	116
	Other pension costs	23	36
		<u>817</u>	<u>1,284</u>
	DIRECTORS' REMUNERATION	2008	2007
		£000	£000
	Emoluments	-	50
	Money purchase pension contributions	-	-
		<u>-</u>	<u>50</u>
		Number	Number
	The number of directors to whom relevant benefits are accruing under money purchase pension schemes was:	-	-

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

5	TAXATION ON ORDINARY ACTIVITIES	2008	2007
		£000	£000
	Analysis of charge in the year		
	Current tax		
	UK corporation tax on profits of the period	-	-
	Group relief	-	(3)
		<hr/>	<hr/>
	Tax current tax	-	(3)
	Deferred tax		
	Origination and reversal of timing differences	-	(2)
		<hr/>	<hr/>
	Tax on profit on ordinary activities	-	(5)
		<hr/>	<hr/>
	Factors affecting tax charge for the period		
	The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2007: 30%) as explained below		
		2008	2007
		£000	£000
	Profit on ordinary activities before tax	(336)	(145)
		<hr/>	<hr/>
	Profit on ordinary activities multiplied by the rate of corporation tax in the UK (30%)	(101)	(44)
	Effects of:		
	Expenses not deductible for tax purposes	4	1
	Fixed asset timing differences	4	3
	Other short term timing differences	(1)	37
	Group relief	46	-
	Increase in tax losses	48	-
		<hr/>	<hr/>
	Current tax charge for the period	-	(3)
		<hr/>	<hr/>

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

6 TANGIBLE FIXED ASSETS

	Long leasehold building	Plant and machinery	Fixture and fittings	Motor vehicles	Equipment	Total
	£000	£000	£000	£000	£000	£000
<i>Cost</i>						
At beginning of year	7	21	14	14	38	94
Additions	-	2	-	-	-	2
Disposals	-	(8)	-	(14)	(13)	(35)
At end of year	7	15	14	-	25	61
<i>Depreciation</i>						
At beginning of year	4	12	8	7	25	56
Charged in the year	2	5	4	-	7	18
On disposals	-	(6)	-	(7)	(10)	(23)
At end of year	6	11	12	-	22	51
<i>Net book value</i>						
At 31 March 2008	1	4	2	-	3	10
At 31 March 2007	3	9	6	7	13	38

The net book value of motor vehicles in the company held under hire purchase contracts is £nil (2007: £7,650) and the depreciation charged on these assets is shown in note 3.

7	STOCK	2008 £000	2007 £000
	Raw materials and consumables	3	23

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2008

8	DEBTORS	2008 £000	2007 £000
	Amounts recoverable on contract	127	-
	Trade debtors	303	208
	Amounts due from group undertakings	-	22
	Prepayment and accrued income	19	252
	Directors' current account	4	-
		<u>453</u>	<u>482</u>
9	CREDITORS: Amounts falling due within one year	2008 £000	2007 £000
	Bank loans and overdrafts	-	132
	Payments received on account	24	-
	Trade creditors	242	203
	Amounts owed to group undertakings	296	-
	Other taxation and social security	39	42
	Accruals and deferred income	10	20
	Accrual for foreseeable losses charged to cost of sales	183	-
		<u>794</u>	<u>397</u>
10	CREDITORS: Amounts falling due after more than one year	2008 £000	2007 £000
	Obligations under hire purchase agreements	-	4

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2008

11	PROVISIONS FOR LIABILITIES AND CHARGES	2008	2007
		£000	£000
	DEFERRED TAXATION		
	At start of year	-	2
	Charge for the year	-	(2)
		<hr/>	<hr/>
	At end of year	-	-
		<hr/>	<hr/>
12	SHARE CAPITAL	2008	2007
		£000	£000
	Authorised:		
	10,000 ordinary shares of £1 each	10	10
		<hr/>	<hr/>
	Allotted, issued and fully paid:		
	1,000 ordinary shares of £1 each	1	1
		<hr/>	<hr/>
13	PROFIT AND LOSS ACCOUNT		£000
	At beginning of year		142
	Loss for the year		(336)
			<hr/>
	At end of year		(194)
			<hr/>

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

14 COMMITMENTS UNDER OPERATION LEASES

Annual commitments under non cancellable operating leases are as follows:

	Land and buildings	
	2008	2007
	£000	£000
Operating lease which expire:		
Between two and five years	25	25

15 PENSION COMMITMENTS

The group operates a defined contribution pension scheme whose assets are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the group and amounted to £23,000 (2007: £1,000).

Contributions totalling £nil (2007: £nil) were payable to the fund at the year end.

16 CONTINGENCIES

The company is part to an unlimited cross guarantee in respect of Lloyds TSB bank borrowings of all other companies within the group. At the year end the balance outstanding amounted to £3,356,396.

17 RELATED PARTY TRANSACTIONS

The company became a wholly owned subsidiary of PH Jones Limited on 5 October 2007.

Before this, the company was a subsidiary of Clarke Telecom Limited group and The Buxton Services Limited group.

The Buxton Services Limited group was exempt from preparing consolidated financial statements and in accordance with Financial Reporting Standard No 8 the transactions with group undertakings in the previous year are reported below.

D-Tec Electrical Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2008

17 RELATED PARTY TRANSACTIONS (continued)

During the previous year the company entered into transactions with its parent undertaking, Buxton Services Limited and fellow subsidiary undertakings, Infrastructure Technologies Limited and RT Masts Limited, Paragon Limited and Disastercom Limited were as follows:

	2007 £000
Charged to Infrastructure Technologies Limited	59
Charged to RT Masts Limited	(132)
Amounts provided against debt due from RT Masts Limited	43
Amounts provided against amounts charged to Paragon Limited	(31)
Amounts provided against debt amounts charged to Disastercom Limited	(50)

Balances outstanding at 31 March 2007 are recognised as follows:

Buxton Services Limited	1
Infrastructure Technologies Limited	21
RT Masts Limited	-
Paragon Limited	-
Disastercom Limited	-
	<hr/>
	22
	<hr/>

18 ULTIMATE PARENT COMPANY

D-Tec Electrical Limited is now a 100% subsidiary of PH Jones Group Limited, a company incorporated and registered in the UK.

The largest and smallest group in which the results of the company are consolidated is that headed by PH Jones Limited.

PH Jones Group Limited will be preparing consolidated financial statements for the 442 day period ended 31 March 2009.