M G S Management Services Limited Abbreviated Financial Statements For the year ended 30 June 2015

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Abbreviated Financial Statements

Year ended 30 June 2015

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Officers and Professional Advisers

The board of directors S D Bender

A M Selley

Company secretary T Hamandi

Registered office Buckingham Court

Kingsmead Business Park

Frederick Place High Wycombe Buckinghamshire

England HP11 1JU

Accountants Streets Audit LLP

Chartered accountant

Bankers National Westminster Bank plc

10 Market Place

Boston Lincolnshire PE21 6EJ

Strategic Report

Year ended 30 June 2015

We aim to present a balanced and comprehensive review of the development and performance of our business during the year and its position at the year end. Our review is consistent with the size and nature of our business, incorporating our key performance indicators and the principal risks and uncertainties that the business faces.

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being gross margin percentage, current ratio and net operating margin percentage detailed as follows:

	2015	2014
Gross Margin %	31	31
Current ratio	3	2
Net trading margin %	8	8

Turnover for the year is comparable to the previous 12 months.

Gross margin, current ratio and net trading margin are all comparable to 2014.

The company's principal financial instruments comprise cash, bank borrowings, finance leasing and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to provide finance for the company's operations.

The existence of these financial instruments exposes the group to a number of financial risks. The main risk arising from the company's financial instruments are credit risk, interest rate risk, and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Credit risk

The company seeks to manage its credit risk by dealing with established customers or otherwise checking the credit-worthiness of new customers, establishing clear contractual relationships with those customers and by identifying and addressing any credit issues arising in a timely manner.

Interest rate risk

The company's exposure to market risk for the changes in interest rates relates primarily to its bank and finance lease borrowings. The company seeks to manage this risk by the use of a combination of variable and fixed rates.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short term flexibility is achieved by overdraft facilities.

Strategic Report (continued)

Year ended 30 June 2015

As for many businesses of our size, the business environment in which we operate continues to be challenging. Nevertheless with these risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen future events outside of our control. Having taken all of this into consideration, we consider the company will have another positive year in 2015-16.

A M Selley Director

Directors Report

Year ended 30 June 2015

The directors present their report and the abbreviated financial statements of the company for the year ended 30 June 2015.

Directors

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

S D Bender

A M Selley (Appointed 31 October 2014)
I M Crawford (Resigned 31 October 2014)
I S Uren (Resigned 31 October 2014)

Dividends

Particulars of recommended dividends are detailed in note 8 to the financial statements.

Directors responsibilities statement

The directors are responsible for preparing the strategic report, 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 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). 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 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Directors Report (continued)

Year ended 30 June 2015

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. 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.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all 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 auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

A M Selley Director

Independent Auditor's Report to M G S Management Services Limited under section 449 of the Companies Act 2006

Year ended 30 June 2015

We have examined the abbreviated financial statements which comprise the abbreviated statement of comprehensive income, statement of financial position and the related notes, together with the financial statements of M G S Management Services Limited for the year ended 30 June 2015 prepared under section 396 of the Companies Act 2006.

This report is made solely to the company's shareholders as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

The directors are responsible for preparing the abbreviated financial statements in accordance with section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements to the Registrar of Companies and whether the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section.

22 Deemler 2015

Jonathan Day (Senior Statutory Auditor)

For and on behalf of Streets Audit LLP Chartered accountant 87 Park Road Peterborough Cambridgeshire PE1 2TN

Abbreviated Statement of Comprehensive Income

Year ended 30 June 2015

Turnover	Note 3	2015 £ 19,374,871	2014 £ 19,447,879
Cost of sales and other operating income Distribution costs Administrative expenses			(13,495,432) (3,189,853) (1,174,166)
Operating profit	4	1,583,125	1,588,428
Interest payable and similar charges	6	(20,484)	(26,356)
Profit on ordinary activities before taxation		1,562,641	1,562,072
Tax on profit on ordinary activities	7	(333,015)	(361,610)
Profit for the financial year and total comprehensive incomprehensive incompre	ne	1,229,626	1,200,462

All the activities of the company are from continuing operations.

Statement of Financial Position

30 June 2015

		2015	2014
	Note	£	£
Fixed assets	0	10.565	20.000
Intangible assets	9	18,567	38,900
Tangible assets	10	2,364,016	2,026,527
		2,382,583	2,065,427
Current assets			
Stocks	12	1,237,462	1,122,444
Debtors	13	3,324,616	2,631,269
Cash at bank and in hand		1,020,845	715,941
		5,582,923	4,469,654
Creditors: amounts falling due within one year	14	(2,474,066)	(2,169,535)
Net current assets		3,108,857	2,300,119
Total assets less current liabilities		5,491,440	4,365,546
Creditors: amounts falling due after more than one year	15	(316,137)	(431,405)
Provisions			
Taxation including deferred tax	18	(23,776)	(12,240)
Net assets		5,151,527	3,921,901
Capital and reserves			
Called up share capital	20	1,250	1,250
Share premium account	21	149,750	
Profit and loss account	21	5,000,527	3,770,901
Shareholders funds		5,151,527	3,921,901

These financial statements have been prepared in accordance with the special provisions of section 445(3) Companies Act 2006 in regard to medium-sized companies.

The statement of financial position continues on the following page.

The notes on pages 10 to 21 form part of these financial statements.

Statement of Financial Position (continued)

30 June 2015

These abbreviated financial statements were approved by the board of directors and authorised for issue on, and are signed on behalf of the board by:

A M Selley Director

Company registration number: 01568776

Notes to the Abbreviated Financial Statements

Year ended 30 June 2015

1. Company information

M G S Management Services Limited is a Limited company, incorporated in England and Wales. The principal place of business is Sutterton Enterprise Park, Endeavour Way, Sutterton, Boston, Lincolnshire, PE20 2JA.

The principal activity of the company during the year was the supplier of wholesale frozen, chilled and ambient food products together with cleaning and packaging materials.

2. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling, which is the functional currency of the company.

Transition to FRS 102

The entity transitioned from previous UK GAAP to FRS 102 as at 1 July 2013. Details of how FRS 102 has affected the reported financial position and financial performance is given in note 24.

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Bidvest Group Limited which can be obtained from PO Box 87274, Houghton 2041, Johannesburg, South Africa. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

No cash flow statement has been presented for the company.

Consolidation

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 400 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is established under the law of an EEA State.

Revenue recognition

Turnover comprises the value of goods sold excluding value added tax and net of trade discounts.

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

2. Accounting policies (continued)

Revenue recognition (continued)

Revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period provided that the outcome can be reliably estimated. When the outcome cannot be reliably estimated, revenue is recognised only to the extent that expenses recognised are recoverable.

Deferred tax

Deferred tax is recognised in respect of all material 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 or to receive more tax.

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

Deferred tax is measured on an undiscounted basis 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.

Operating leases

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

Goodwill

Goodwill arises on business acquisitions and represents the excess of the cost of the acquisition over the company's interest in the net amount of the identifiable assets, liabilities and contingent liabilities of the acquired business.

Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. It is amortised on a straight-line basis over its useful life. Where a reliable estimate of the useful life of goodwill or intangible assets cannot be made, the life is presumed not to exceed five years.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Goodwill

20% straight line

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

2. Accounting policies (continued)

Amortisation (continued)

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Freehold Property

2% straight line

(excluding land)

Plant and Machinery

- 5%, 6.66%, 10% or 20% straight line

Motor Vehicles

- 11% or 20% straight line

Land is not depreciated.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

2. Accounting policies (continued)

Impairment of fixed assets (continued)

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Cost is derived from the purchase price.

Finance leases and hire purchase contracts

Assets held under hire purchase contracts are recognised in the statement of financial position as assets and liabilities at the lower of the fair value of the assets and the present value of the minimum lease payments, which is determined at the inception of the lease term. Any initial direct costs of the lease are added to the amount recognised as an asset.

Lease payments are apportioned between the finance charges and reduction of the outstanding lease liability using the effective interest method. Finance charges are allocated to each period so as to produce a constant rate of interest on the remaining balance of the liability.

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset. When a provision is measured at the present value of the amount expected to be required to settle the obligation, the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

2. Accounting policies (continued)

Defined pension contribution plans

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 annual contributions payable are charged to the profit and loss account.

3. Turnover

Turnover arises from:

. 20	2015 2014
£	£
Sale of goods 19,305,	5,894 19,384,808
Rendering of services 68,	8,97 7 63,071
19,374,	19,447,879

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

4. Operating profit

Operating profit or loss is stated after charging:

	2015	2014
	£	£
Amortisation of intangible assets	20,333	20,333
Depreciation of tangible assets	221,285	213,390
Defined contribution plans expense	17,727	492
Fees payable for the audit of the financial statements	12,400	12,240
Operating lease costs	29,424	39,490

5. Staff costs

The average number of persons employed by the company during the year, including the directors, amounted to:

	2015	2014
	No	No
Sales staff	31	27
Distribution staff	61	61
Administrative staff	10	11
	102	99

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

5. Staff costs (continued)

	The aggregate payroll costs incurred during the year, relating to	the above, w	ere:
		2015	2014
		£	£
	Wages and salaries		2,362,845
	Social security costs	215,408	•
	Pension costs	<u>17,727</u>	
		2,663,603	2,574,263
6.	Interest payable and similar charges		
		2015	2014
		£	£
	Interest on banks loans and overdrafts	11,430	13,185
	Interest on obligations under finance leases and hire purchase		
	contracts	9,054	12,925
	Other interest payable and similar charges		246
		20,484	26,356
7.	Tax on profit on ordinary activities		
	Major components of tax expense		
		2015	2014
		£	£
	Current tax:		
	UK current tax expense	321,479	361,309
	Adjustments in respect of prior periods	_	2,996
	Total current tax	321,479	364,305
	Deferred tax:		
	Origination and reversal of timing differences	11,536	(2,695)
	Tax on profit on ordinary activities	333,015	361,610

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

7. Tax on profit on ordinary activities (continued)

Reconciliation of tax expense

The tax assessed on the profit on ordinary activities for the year is higher than (2014: higher than) the standard rate of corporation tax in the UK of 20.75% (2014: 22.50%).

2015	2014
£	£
Profit on ordinary activities before taxation 1,562,641	1,562,072
Profit on ordinary activities by rate of tax 324,248	351,466
Effect of expenses not deductible for tax purposes 4,219	4,860
Effect of capital allowances and depreciation 4,548	2,288
Adjustment due to change in corporation tax rate	2,996
Tax on profit on ordinary activities 333,015	361,610

8. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2015	2014
	£	£
Dividends on equity shares		1,200,000

9. Intangible assets

	Goodwill £
Cost At 1 Jul 2014 and 30 Jun 2015	317,501
Amortisation At 1 July 2014 Charge for the year	278,601 20,333
At 30 June 2015	298,934
Carrying amount At 30 June 2015	18,567
At 30 June 2014	38,900

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

10. Tangible assets

	Freehold	Plant and	Motor	
	property	machinery	vehicles	Total
	£	£	£	£
Cost				
At 1 July 2014	1,368,452	1,203,871	1,691,151	4,263,474
Additions	_	84,868	2,234	87,102
Disposals	· _	(199,952)	(127,891)	(327,843)
Transfers	_	_	477,413	477,413
At 30 June 2015	1,368,452	1,088,787	2,042,907	4,500,146
Depreciation				
At 1 July 2014	244,211	896,352	1,096,384	2,236,947
Charge for the year	23,903	87,090	110,292	221,285
Disposals	<u> </u>	(199,952)	(122,150)	(322,102)
At 30 June 2015	268,114	783,490	1,084,526	2,136,130
Carrying amount				
At 30 June 2015	1,100,338	305,297	958,381	2,364,016
At 30 June 2014	1,124,241	307,519	594,767	2,026,527

Freehold Property includes £173,281 (2014 - £173,281) for land which is non-depreciable.

Finance leases and hire purchase contracts

Included within the carrying value of tangible assets are the following amounts relating to assets held under finance leases or hire purchase agreements:

	vehicles
At 30 June 2015	£ 139,671
At 30 June 2014	200,129

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

11. Investments

		Other	•
	Shares in	investments	
·	group	other than	
	undertakings	loans	Total
	£	£	£
Cost			
At 1 Jul 2014 and 30 Jun 2015	102,656	170,800	273,456
Impairment			
At 1 Jul 2014 and 30 Jun 2015	102,656	170,800	273,456
Carrying amount			
At 30 June 2015	_	_	_

The company owns 100% of the issued share capital of South Lincs Food Service Limited, Chef's Trolley Limited, Boston Coffee Company Limited and Churchill's Fine Foods Limited. All four companies are dormant and there has been no movement on reserves in these companies during the current year.

The company is a partner in Beryllium Productions LLP, registered office 115 Eastbourne Mews, London, W2 6LQ. This investment was previously impaired to a £nil carrying value. The directors are of the opinion that this carrying value is still appropriate.

The company is also a partner in Spotlight Productions (3) LLP, registered office 115 Eastbourne Mews, London, W2 6LQ. This investment was previously impaired to a £nil carrying value. The directors are of the opinion that this carrying value is still appropriate.

12. Stocks

		2015 £	2014 £
	Raw materials and consumables	1,237,462	1,122,444
13.	Debtors		
		2015	2014
		£	£
	Trade debtors	1,547,941	1,477,708
	Amounts owed by group undertakings	1,479,598	1,003,497
	Prepayments and accrued income	229,550	144,901
	Other debtors	67,527	5,163
		3,324,616	2,631,269

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

14. Creditors: amounts falling due within one year

	2015	2014
	£	£
Bank loans and overdrafts	80,000	80,000
Trade creditors	1,688,216	1,391,604
Accruals and deferred income	228,049	200,725
Corporation tax	321,479	361,309
Social security and other taxes	116,206	55,488
Obligations under finance leases and hire purchase contracts	40,116	79,345
Other creditors		1,064
	2,474,066	2,169,535

Bank loans and overdrafts are secured by way of:

- a debenture in favour of National Westminster Bank plc over all assets of the company dated 31 January 2010; and
- a legal charge in favour of National Westminster Bank plc over the freehold land and buildings dated 12 March 2010.

The hire purchase liabilities are secured on the assets to which they relate.

15. Creditors: amounts falling due after more than one year

	2015	2014
	£	£
Bank loans and overdrafts	300,000	380,000
Obligations under finance leases and hire purchase contracts	16,137	51,405
	316,137	431,405

Security on creditors due after one year is as disclosed for creditors due within one year.

16. Finance leases and hire purchase contracts

The total future minimum lease payments under finance leases and hire purchase contracts are as follows:

	2015	2014
	£	£
Not later than 1 year	40,116	79,345
Later than 1 year and not later than 5 years	16,137	51,405
	56,253	130,750

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

17. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2015	2014
	£	£
Included in provisions (note 18)	23,776	12,240

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

2015 £	2014 £
24,240	12,240
(464)	
23,776	12,240
	(464)

18. Provisions

	Deferred
	tax (note
	17)
	£
At 1 July 2014	12,240
Additions	11,536
At 30 June 2015	23,776

19. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £17,727 (2014: £492).

20. Called up share capital

Issued, called up and fully paid

	2015		2014	
	No	£	No	£
Ordinary A shares of £1 each	260	260	260	260
Ordinary B shares of £1 each	990	990	. 990	990
	1,250	1,250	1,250	1,250

The Ordinary B shares rank Pari Passu with the Ordinary A shares in all respects.

Notes to the Abbreviated Financial Statements (continued)

Year ended 30 June 2015

21. Reserves

The share premium account reserve records the amount above the nominal value received for shares sold, less transaction costs.

22. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

2015

2014

	2015	2014
	£	£
Not later than 1 year	21,857	_
Later than 1 year and not later than 5 years	37,978	64,486
Later than 5 years	4,765	_
	64,600	64,486

23. Controlling party

The company was under the control of the Bidvest Group throughout the current and previous year. The company is a wholly owned subsidiary of BFS Group Limited. The ultimate parent undertaking is Bidvest Group Limited, a company incorporated in South Africa which is also the largest group in which the results of the company are consolidated.

Copies of the financial statements of the Bidvest Group Limited are available upon application to the company at the following address; PO Box 87274, Houghton 2041, Johannesburg, South Africa.

24. Transition to FRS 102

These are the first financial statements that comply with FRS 102. The company transitioned to FRS 102 on 1 July 2013.

No transitional adjustments were required in equity or profit or loss for the year.