## **Sodexho Defence Services Limited**

Directors' report and financial statements Registered number 1692933 31 August 2006

WEDNESDAY



A10 20/06/2007 COMPANIES HOUSE

674

Sodexho Defence Services Limited Directors' report and financial statements 31 August 2006

# **Contents**

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	3
Independent auditors' report to the members of Sodexho Defence Services Limited	4
Profit and loss account	6
Balance sheet	7
Reconciliation of movements in shareholders' funds	8
Notes	9

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 August 2006

## Principal activities & business review

The principal activities of the company are the provision of catering and a wide range of support services to clients in defence establishments. Activities also include the supply of facilities management, grounds maintenance, cleaning and other support services.

Financial performance exceeded expectations in the year with strong growth in turnover from new contracts with the British Army in 2Div and also the Royal Navy with Fleet contracts. New contract operations also commenced with the Army via Aspire on the Allenby Connaught contract towards the end of the financial year.

The overall contract retention rate was in line with targets at 94%

The success in securing of these major contracts provides a solid platform for continued growth

Gross operating profits have increased by over 75% from the previous year as a result of the additional activity from new contracts. The results were bolstered by more efficient controls on labour costs, but partly offset by additional start up and staff costs for new contract mobilisations. The development rate for new business was 53 23% in this financial year.

Vigorous debt management produced strong cash flows, in a year that saw record levels of capital investment in client sites for new catering, retail and leisure offers

The directors and management believe they are in a good position to capitalise on the opportunities in the emerging market by delivering a high level of expertise in the support services to their clients

#### Principal risks and uncertainties

The cost risks tend to revolve around personnel costs which are affected by both labour supply and government legislation. It is however, part of the company's strategic aim to recruit and retain the best people it can

Due to the nature of the company's client base and the theatre of operations, there is always some uncertainty around troop deployment and the delivery of services to the MoD services personnel on the Garrisons. This requires a reactive workforce to deal with the rise and fall of the customer base in contract sites. However this is recognised as a feature of the landscape in this market, where the company has been operating for over ten years.

#### Research and development

The company has a continuous research and development programme with the object of increasing the profitability of its operations and improving and extending its services to clients. There is a culture of innovation, which promotes a process of best practice across the business. In addition, improvements to service are achieved through regular customer satisfaction surveys and quality control.

#### **Employees**

The company is committed to providing staff and management training designed to encourage the necessary attitudes and skills to foster good communication and consultation at all levels with a view to informing and involving staff in the progress of the company and its future. Communication with all employees continues through the in-house magazine and newsletters, briefing groups and the distribution of the annual report. As a result of these efforts, the majority of trading divisions have achieved and maintained Investors in People accreditation.

The company is firmly committed to all aspects of staff training. This is achieved through on the job training and through other local and national training and development initiatives

Some senior management participate in the Sodexho Group stock option plan and many staff have participated in a Group share purchase plan. The company believes that this type of initiative demonstrates the company's commitment to involving employees in the group's performance.

The Company believes it has an obligation to participate in the communities in which its employees live and work Sodexho's employees have a tradition of being actively involved in collective and individual fundraising activities. The company has therefore helped to co-ordinate some of those efforts in community involvement and charitable work.

## Directors' report (continued)

## Employment of disabled persons

It is the policy of the company to employ people who are handicapped by disablement provided it is practicable to offer them suitable employment and to make every effort to provide appropriate employment for employees who become disabled. It is the intention to give disabled people opportunities for training, career development and promotion consistent with their capabilities. The individual needs of the disabled are taken into consideration and where practicable, special arrangements are made to enable them to carry out their work.

#### Political and charitable contributions

The company made no political contributions during the year Donations to UK charities amounted to £1,290 (2005 £6,612)

#### Proposed dividend

The profit for the financial year amounted to £6,534,000 (2005 £3,760,000)

The directors do not recommend the payment of a dividend

#### Directors and directors' interests

The directors who held office during the year were as follows

PER Jansen AD Leach DJ White

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company. In accordance with Statutory Instrument 802, 1985, no disclosure of interests in the share capital of the ultimate holding company, Sodexho Alliance SA is required, because that company is not incorporated in Great Britain.

## Insurance of directors

The Company maintains insurance for directors and officers in respect of their duties as directors and officers of the Company

#### 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**

Pursuant to a shareholders' resolution, the Company is not obliged to reappoint its auditors annually and KPMG LLP will therefore continue in office

By order of the board

8m Bar

Rachel Sarah Booth Authorised Signatory Sodexho Corporate Services (No 2) Limited Secretary Solar House Stevenage Leisure Park Kings Way Stevenage Hertfordshire SG1 2UA

13 December 2006

# 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.



## KPMG LLP

St James' Square Manchester M2 6DS United Kingdom

# Independent auditors' report to the members of Sodexho Defence Services Limited

We have audited the financial statements of Sodexho Defence Services Limited for the year ended 31 August 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movement in Shareholders' Funds 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 3

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.

# Independent auditors' report to the members of Sodexho Defence Services Limited (continued)

## **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 August 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

Kerner We

**KPMG LLP** 

Chartered Accountants

8 Junuary 2007

Registered Auditor

# Profit and loss account

for the year ended 31 August 2006	Note	2006	2005
		€000	£000
Turnover	2	133,389	115,669
Cost of Sales		(118,301)	(104,656)
Gross profit Administrative expenses	3	15,088 (6,655)	11,013 (6,242)
Operating profit		8,433	4,771
Other interest receivable and similar income Interest payable and similar charges	6 7	1,104 (166)	717 (116)
Profit on ordinary activities before taxation	2-8	9,371	5,372
Tax on profit on ordinary activities	9	(2,837)	(1,612)
Retained profit for the year		6,534	3,760

## All results arise from continuing operations

The company has no recognised gains or losses other than the profit stated above for both the current and preceding year and therefore no separate statement of total recognised gains or losses has been prepared

There is no difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical equivalents

The notes on pages 9 to 19 form part of the financial statements

at 31 August 2006	Note	2006 £000	2006 £000	2005 £000	2005 £000
Fixed assets		2000		2000	
Tangible assets Investments	10 11		3,535		401 6
Investments					
			3,535		407
Current assets Stocks	12	1,383		535	
Debtors	13	16,988		13,952	
Cash at bank and in hand		22,380		16,773	
		40,751		31,260	
Creditors: amounts falling due within one year	14	(22,354)		(16,452)	
Net current assets			18,397		14,808
Total assets less current habilities			21,932		15,215
Provisions for liabilities	15		(508)		(325)
Net assets			21,424		14,890

The notes on pages 9 to 19 form part of the financial statements

These financial statements were approved by the board of directors on 13 December 2006 and were signed on its behalf by

17

18

200

21,224

21,424

D J White

Capital and reserves

Called up share capital

Profit and loss account

Shareholders' funds

**Balance sheet** 

Director

200

14,690

14,890

# Reconciliation of movements in shareholders' funds

for the year ended 31 August 2006	2006 £000	2005 £000
Profit for the financial year	6,534	3,760
Net addition to shareholders' funds	6,534	3,760
Opening shareholders' funds	14,890	11,130
Closing shareholders' funds	21,424	14,890

#### 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 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 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 FRS 21 'Events after the balance sheet date' and FRS 25 'Financial instruments' presentation and disclosure' have had no material effects on the financial statements

#### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards

The financial statements have been prepared on the going concern basis

The Company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 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 Sodexho Holdings Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties) The consolidated financial statements of Sodexho Alliance SA, within which this Company is included, can be obtained from the address given in note 21

#### **Turnover**

Turnover is recognised based on the amount receivable in respect of goods and services provided, net of discounts and allowances payable to customers under contractual arrangements, and excluding VAT

## Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Plant and machinery - 3-12 years Furniture and equipment - 3-10 years

The Company has adopted a policy of not revaluing fixed assets The carrying value of fixed assets reflects previous revaluations which have been retained

## 1 Accounting policies (continued)

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and habilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

#### Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Post-retirement benefits

The company operates a defined contribution pension scheme. The assets are of the scheme are held separately from those of the Company in an independently administrator fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

The company participates in a UK group wide pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company. The company is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by FRS 17 'Retirement benefits', accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

#### Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the year in which it is incurred

## Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

#### Taxation

The charge for taxation is based on the profit/loss for the year 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

#### Dividends on shares presented within shareholders' 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

## Financial guarantees

The company has not adopted amendments to FRS26 'Financial statements measurement' in relation to the financial guarantees contracts

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee. The company does not expect the amendments to have any impact on the financial statements.

As at 31 August 2006 the company had not issued any financial guarantee contracts

## 1 Accounting policies (continued)

#### Pre contract costs

Pre contract costs are expensed as incurred, except when costs are directly attributable to a contract where the award is virtually certain to occur within a reasonable timescale and positive net cash flows are anticipated. In such circumstances costs are recognised within other debtors and written off over the life of the contract, being the directors best estimate of useful life.

## 2 Analysis of turnover

The company's activities consist solely of the provision of food and management services in the United Kingdom

## 3 Administrative expenses

Other operating charges Staff costs	2006 £000 4,625 2,030 	2005 £000 4,615 1,627 
4 Directors' emoluments		
	2006 £000	2005 £000
Aggregate emoluments and benefits	255	239
Number of directors to whom retirement benefits are accruing under defined benefit schemes	1	1
Highest paid director	<del></del>	
Aggregate emoluments and benefits	255	239
		<del></del>
Accrued pension at end of year in defined benefit scheme	27	28

Emoluments of 2 directors are borne by another group company

## 5 Employee information

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	Number o 2006	f employees 2005
Food and management services	7,349	6,847
The aggregate payroll costs of these persons were as follows		
	2006 £000	2005 £000
Wages and salaries Social security costs Other pension costs	84,600 5,998 2,131	76,745 5,555 2,319
	92,729	84,619
6 Interest receivable and similar income		
	2006 £000	2005 £000
Interest on bank deposits	1,104	717
	1,104	717
7 Interest payable and similar charges	****	2205
	2006 £000	2005 £000
On bank loans and overdrafts	166	116
	166	116

8	Profit on ordinary activities before taxation		
		2006	2005
Profit	on ordinary activities before taxation is stated after charging:	£000	£000
_	exiation and other amounts written off tangible fixed assets		
Ō	wned	338	215
	of plant and machinery - rentals payable under operating leases of other assets - operating leases	71 1,644	480 1,008
Sode	kho group charges	594 	433
4 7.			
Auano	ors' remuneration	2006	2005
Audıt	tors' remuneration	€000	£000
	Audit	39	39
		<del></del>	<del></del>
9	Taxation		
Analy	ssis of charge in period		
		2006 £000	2005 £000
	orporation tax		
	nt tax on income for the period striction in respect of previous period	2,826 39	1,625 (48)
<b></b>			1.522
Total	current tax	2,865	1,577
	red tax (see note 13)	(30)	25
Adjus	stments in respect of previous periods	(28)	
Total	deferred tax	(28)	35
Tax o	on profit on ordinary activities	2,837	1,612
		<del></del>	<del></del>
	ors affecting the tax charge for the current period		
	urrent tax charge for the period is higher (2005 lower) than the standard rate of co 30%) The differences are explained below	_	
		2006 £000	2005 £000
Profit	t on ordinary activities before tax	9,371	5,372
	•	<del></del>	
Curre	ent tax at 30% (2005 30%)	2,811	1,612
Effect Exper	ts of nses not deductible for tax purposes	15	13
	stments to tax in respect of previous periods	39	(48)
Total	current tax charge	2,865	1,577

## 10 Tangible fixed assets

	Assets under construction	Plant and machinery	Motor Vehicles	Furniture And Equipment	Total
	£000	£000	£000	£000	£000
Cost or valuation					
At beginning of year	28	293	284	455	1,060
Additions	1,885	325	-	1,262	3,472
Disposals	•	-	(11)	-	(11)
			<del></del>		·
At end of year	1,913	618	273	1,717	4,521
	-				
Depreciation					
At beginning of year	-	208	208	243	659
Charge for the period	-	101	51	186	338
Disposals	-	-	(11)	+	(11)
	<del></del>	<del></del>	<del></del>	<del>-</del>	
At end of year	•	309	248	429	986
Net book value					
At 31 August 2006	1,913	309	25	1,288	3,535
				<del></del>	
At 31 August 2005	28	85	76	212	401
					<del></del>

## 11 Fixed asset investments

			Shares in group undertakings £000
Cost At beginning and end of year			6
Provisions At beginning of year Provided in year			(6)
At end of year			(6)
Net book value At 31 August 2006			•
At 31 August 2005			6
The companies in which the company's interest	at the year end is more the Country of incorporation	nan 20% are as follows Principal Activity	Class and Percentage of shares Held
Subsidiary undertakings Primary Management (Aldershot) Limited	England & Wales	Facilities Management	Ordinary 60%
12 Stocks			
		2006 £000	2005 £000
Raw materials and consumables Finished goods and goods for resale		95 1,288	102 433
		1,383	535

## 13 Debtors

- <b>v</b> - <b>v</b>	2006 £000	2005 £000
	2000	2000
Trade debtors	7,819	6,427
Amounts owed by parent and fellow subsidiary undertakings	725	1,104
Other debtors	62	1,041
Deferred tax asset	96	68
Prepayments and accrued income	8,286	5,312
	16,988	13,952
The amounts provided for deferred taxation are set out below	<del></del>	<del></del> ,
•		2005
	2005	2005
	£000	£000
Deferred tax Accelerated capital allowances	96	68
	96	68
Asset at start of year Deferred tax credit/(charge) in profit & loss account	68 28	103 (35)
	<del></del>	
Deferred tax asset	96	
14 Creditors: amounts falling due within one year		
	2006	2005
	0003	£000
Trade creditors	4,237	3,062
Other taxation and social security	7,315	5,372
Amounts owed to parent and fellow subsidiary undertakings	3,657	2,057
Other creditors	930	419
Accruals and deferred income	6,215	5,542
	22,354	16,452

#### 15 Provisions for liabilities

	Insurance	Employee Dispute	Onerous Contracts	Total
	£000	£000	£000	£000
Liability at beginning of year	_	202	123	325
Charge to the profit & loss account	388	36	-	424
Amounts released unused	-	(118)	(123)	(241)
	<del></del>	<u> </u>		
At end of year	388	120	-	508
				<del></del>

The charge to the profit and loss for this year relates to insurance claims outstanding against our employers and public liability policies

## 16 Pension and similar obligations

The company operates a defined contribution pension scheme The pension cost charge for the period represents contributions payable by the Company to the scheme and amount to £36,188 (2005 £18,949)

Contributions amounting to £3,821 (2005 £2,046) were payable to the scheme and are included in creditors

The Company is a member of a UK group wide pension scheme providing benefits based on final pensionable pay Because the Company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis, as permitted by FRS 17 'Retirement Benefits', the scheme has been accounted for in these financial statements as if it was a defined contribution scheme. The company continues to contribute at the rate recommended by the actuary to cover the cost of the accruing benefits. In addition, the company has agreed to increase its level of contributions on average by 75% of pensionable salaries together with fixed annual contributions to reduce the deficit

The latest full actuarial valuation was carried out at 6 April 2003 and was updated for IAS 19 purposes to 31 August 2006 by a qualified independent actuary At 31 August 2006 under IFRS, the scheme deficit was £93,100,000

The contribution for the year amounted to £2,094,482 (2005 £2,300,130)

17	Called up share capital		•
		2006 £000	2005 £000
	orised y- 200,000 Ordinary shares of £1 each	200	200
	ted, called up and fully paid		
Equi	ry 200,000 Ordinary shares of £1 each	<u> </u>	200
18	Reserves		
			Profit and loss
			account £000
	eginning of year		14,690
Reta	ned profit for the year		6,534
At e	nd of year		21,224
19	Commitments		
(a)	Capital commitments at the end of the financial year for which no provision has be	een made, are a	s follows
		2006 £000	2005 £000
	Contracted	1,608	-
			<u> </u>
(b)	Annual commitments under non-cancellable operating leases are as follows		
		2006 Other	2005 Other
		£000	£000
	Operating leases which expire		
	Within one year In the second to fifth years inclusive	86 207	41 35
	Over five years	3	2
		296	78

## 20 Related party disclosures

The group has taken exemption under Financial Reporting Standard Number 8 from disclosure of intra-group transactions and balances as these are eliminated on consolidation in the financial statements of the ultimate parent undertaking

#### 21 Ultimate parent company and ultimate controlling party

The company's ultimate parent company and controlling party is Sodexho Alliance SA, a company incorporated in France This is the smallest group of undertakings for which consolidated financial statements are prepared Copies of the consolidated financial statements can be obtained from The Secretary, Sodexho Alliance SA, 3 Avenue Newton, 78180 Montigny-le-Bretonneux, France

The company's immediate parent undertaking and controlling party is Sodexho Services Company Limited, a company incorporated in England and Wales