# REGISTRAR OF COMPANIES

## **Steer Davies & Gleave Limited**

Report and Financial Statements

Year Ended

31 March 2002

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#### Annual report and financial statements for the year ended 31 March 2002

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Company information

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#### **Directors**

P D Twelftree

L G Willumsen

C H Russell

B V Martin

F Beltrandi

T J Ryder

T J Spencer

#### Secretary

DA Nutt

#### Registered office

Barbican House, 26-34 Old Street, London, EC1V 9HL.

#### Company number

1883830

#### Auditors

BDO Stoy Hayward, 8 Baker Street, London, W1U 3LL.

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#### Report of the directors for the year ended 31 March 2002

The directors present their report together with the audited financial statements for the year ended 31 March 2002.

#### Results and dividends

The profit and loss account is set out on page 5 and shows the profit for the year.

The directors do not recommend payment of a dividend (2001 - £Nil) and the retained profit has been transferred to reserves.

#### Principal activities, trading review and future developments

The company provides a range of transport consultancy services worldwide, through offices located in the UK, Spain, Italy, Australia and Latin America. The company has a policy of continuously exploring new international opportunities.

The company's performance has shown continued improvement this year with fees earned of £17,266,460 (2001 restated - £15,424,144) and profit before tax of £1,264,325 (2001 restated - £918,804).

There have been no events since the balance sheet date which materially affect the position of the company.

#### **Directors**

The directors of the company during the year and their beneficial interests in the company's issued ordinary share capital of £0.01 each were:

		2002	2001
J K Steer	(resigned 6 May 2002)	1,876,116	1,882,934
P D Twelftree		506,781	507,665
L G Willumsen		771,662	773,693
C H Russell		309,629	309,629
B V Martin		-	_
F Beltrandi		208,950	206,283
T J Ryder	(appointed 1 April 2002)		
T J Spencer	(appointed 1 April 2002)		

#### Report of the directors for the year ended 31 March 2002 (Continued)

#### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 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 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.

#### **Auditors**

The company has dispensed with the obligation to appoint auditors annually. BDO Stoy Hayward, who were appointed by the directors in the period, have expressed their willingness to continue in office.

By order of the Board

D A Nutt

Secretary

Date

17 Jaman 2003

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#### Report of the independent auditors

#### To the shareholders of Steer Davies & Gleave Limited

We have audited the financial statements of Steer Davies & Gleave Limited for the year ended 31 March 2002 on pages 5 to 20 which have been prepared under the accounting policies set out on pages 9 and 10.

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 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 United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom Auditing Standards 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.

#### Report of the independent auditors (Continued)

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**BDO STOY HAYWARD** 

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Chartered Accountants and Registered Auditors London

17 January 2003

STEER DAVIES & GLEAVE LIMITED

### Profit and loss account for the year ended 31 March 2002

Note	2002	2001
	£	(restated) £
2	17,266,460	15,424,144
	12,808,184	12,219,842
	4,458,276	3,204,302
	(3,205,254)	(2,277,733)
	1,253,022	926,569
	11,240	6,135
5	1,264,262	932,704
6	46,897 (46,834)	31,135 (45,035)
	1,264,325	918,804
7	891,751	160,000
	372,574	758,804
	4,313,202	3,554,398
	4,685,776	4,313,202
	<ul><li>2</li><li>5</li><li>6</li></ul>	£ 2 17,266,460 12,808,184  4,458,276 (3,205,254)  1,253,022  11,240  5 1,264,262 46,897 (46,834)  1,264,325 7 891,751  372,574 4,313,202

All amounts relate to continuing activities.

Statement of total recognised gains and losses and reconciliation of movements in shareholders' funds for the year ended  $31 \, \text{March} \, 2002$ 

	2002	2001
	£	(restated) £
Statement of total recognised gains and losses	<del>-</del>	<del></del>
Profit for the year	372,574	758,804
Total recognised gains and losses relating to the year	372,574	758,804
Prior year adjustments - long-term contracts - ESOP Trust	290,063 1,137,793	
	1,800,430	
Reconciliation of movements in shareholders' funds		
Profit for the year	372,574	758,804
Opening shareholders' funds		
- As previously stated	3,016,342	2,020,719
- Prior year adjustments - long-term contracts	290,063	227,927
	1,137,793	1,436,748
- ESOP Trust		<del>_,</del>
	4,444,198	3,685,394

#### Balance sheet at 31 March 2002

	Note	2002	2002	2001	2001
		£	£	(restated)	(restated)
Fixed assets					
Tangible assets	8		950,110		939,040
Investments	9		2,468		2,468
Investments – own shares	10		353,859		370,409
			1,306,437		1,311,917
Current assets					
Debtors	11	6,568,991		5,193,574	
Investments	12	672,618		520,763	
Cash at bank and in hand		906,344		924,051	
		8,147,953		6,638,388	
Creditors: amounts falling due	10	4 40 4 000		2 424 004	
within one year	13	4,484,088		3,426,806	
Net current assets			3,663,865		3,211,582
Total assets less current liabilities			4,970,302		4,523,499
Creditors: amounts falling due after more than one year	14		(153,530)		(79,301)
			4,816,772		4,444,198
Capital and reserves					
Share capital	16		60,583		60,583
Share premium account	17		70,413		70,413
Profit and loss account	17		4,685,776		4,313,202
Shareholders' funds - equity			4,816,772		4,444,198

The financial statements were approved by the Board on

P D Twelftree

Director

H Kussell (M)

17/1/03

## Cash flow statement for the year ended 31 March 2002

	Note	2002	2002	2001 (restated)	2001 (restated)
		£	£	(restated)	(restated)
Net cash inflow from operating					
activities	20		487,683		1,718,474
Returns on investments and servicing of finance					
Interest received		46,897		31,135	
Interest paid		(12,648)		(32,144)	
Interest element of finance lease					
rental payments		(34,186)		(12,891)	
Net cash inflow/(outflow) from returns investments and servicing of finance	s on		63		(13,900)
Taxation					
UK corporation tax			(124,493)		(341,871)
Capital expenditure and financial investment					
Purchase of tangible fixed assets		(150,113)		(355,976)	
Sale of tangible fixed assets		896		31,949	
Purchase of own shares		(92,827)		(49,215)	
Sale of own shares		163,618		254,620	
			(78,426)		(118,622)
Cash inflow before use of liquid resources and financing			284,827		1,244,081
Management of liquid reserves Increase in short term deposits			(151,855)		(520,763)
Financing		(10.400)		(0.275)	
Bank loan Capital element of finance leases		(10,432) (113,520)		(8,375) (49,832)	
capital element of infance leases					
			(123,952)		(58,207)
Increase in cash	21,22		9,020		665,111

#### Notes forming part of the financial statements for the year ended 31 March 2002

#### 1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

#### Turnover

Turnover represents sales to outside customers at invoiced amounts less value added tax. In addition, turnover includes fees carried on long-term contracts calculated either as a proportion of total contract value based on the percentage stage of completion or on the basis of unbilled work carried out to date, dependent on the nature of the individual contract.

#### Depreciation

Depreciation is provided to write off the cost, less estimated residual values, of all fixed assets, evenly over their expected useful lives. It is calculated at the following rates:

Long leasehold buildings

Short leasehold buildings

Motor vehicles

Furniture and equipment Computer equipment - 2% per annum on cost

- 10% per annum or over lease term, whichever is higher

- 25% per annum on cost

10% - 25% per annum on cost
 33½% - 50% per annum on cost

#### Employee benefit trust

In a change to accounting policy from prior years, the company has adopted UITF Abstract 13 "Accounting for ESOP Trusts".

The company is deemed to have control of the assets, liabilities, income and costs of its Employee Benefit Trust (EBT). It has therefore been included in the financial statements of the company in accordance with UITF 13. The effect of this accounting policy change on the financial statements has been to increase profit after taxation by £222,899 (2001 decrease - £298,955).

The ordinary shares of the company held by the EBT are included in fixed asset investments.

#### Long-term contracts

The directors have reconsidered the accounting treatment for long-term contracts and are now accounting for them in accordance with SSAP 9 "Stocks and Long-term Contracts".

Long-term contracts are assessed on a contract by contract basis and are reflected in the profit and loss account by recording turnover and related costs as contract activity progresses. Where the outcome of each long-term contract can be assessed with reasonable certainty before its conclusion, the attributable profit is recognised in the profit and loss account as the difference between the reported turnover and related costs for that contract.

In prior years, long-term contracts were accounted for on the basis of stating work in progress at cost, including appropriate overhead expenses less any foreseeable losses to completion of contracts. The effect of this accounting policy change on the current and prior year's financial statements has been to increase profit after taxation by £47,188 and £62,136, respectively.

Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

#### 1 Accounting policies (Continued)

#### Deferred taxation

During the year the company adopted FRS 19 "Deferred Tax".

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are not discounted.

No adjustment arose as a result of the adoption of FRS 19.

#### Leased assets

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 amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

#### Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable. The assets of the scheme are held separately from those of the company in an independently administered fund.

#### Foreign currency

Foreign currency transactions are translated at the rates ruling when they occurred. Foreign monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

#### 2 Turnover

Turnover is wholly attributable to the principal activity of the company.

Analysis of fees earned by geographical markets has been excluded as the directors consider such disclosure would be prejudicial to the interests of the company.

Fees earned and profit on ordinary activities is attributable to one continuing activity, the provision of transport planning consultancy to the public and private sector.

## Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

3	Employees	2002 £	2001 £
	Staff costs, including directors' remuneration, consist of:		
	Wages and salaries Social security costs Other pension costs	7,136,512 637,269 507,548	6,977,310 616,815 433,250
		8,281,329	8,027,375

The average number of employees, including directors, during the year was 213 (2001 - 195).

#### 4 Directors

	2002 £	2001 £
Directors' emoluments consist of:		
Fees and remuneration for management services	514,824	564,955
Payments to defined contribution pension scheme	42,210	37,830
Highest paid director		
Emoluments	108,250	115,208
Amounts paid to the company's defined contribution pension scheme	9,090	8,190
		2

There were 5 (2001 - 5) directors in the company's defined contribution pension scheme during the year.

Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

5	Operating profit		
		2002	2001 (restated)
		£	(restated)
	This has been arrived at after charging:	~	
	Depreciation		
	- owned assets	264,902	228,775
	- assets held under finance leases and hire purchase agreements	70,098	25,332
	Loss on sale of fixed assets	40,539	7,438
	Hire of plant and equipment - operating leases	20,968	21,207
	Hire of land & buildings - operating leases	487,470	369,268
	Auditors' remuneration - audit services	35,000	15,000
	- non audit services	14,503	2,056
6	Interest payable and similar charges		
		2002 £	2001 £
	Bank loans and overdrafts	23,011	32,144
	Finance leases	23,823	12,891
		46,834	45,035
		<del></del>	

## Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

Taxation on profit from ordinary activities		
	2002	2001
Current tax	£	£
UK corporation tax on profits for the year	418,688	160,000
Adjustment in respect of previous years	428,357	100,000
Overseas tax payable	44,706	-
Taxation on profit on ordinary activities	891,751	160,000
The tax assessed for the year is higher than the standard rate	of corporation tax in	the UK. The
differences are explained below:		
	2002	2001
	£	£
Profit on ordinary activities before tax	1,264,325	1,155,623
Profit on ordinary activities at the standard rate	<del></del>	
of corporation tax in the UK of 30% (2001 – 30%)	379,297	346,687
Effects of:		
Expenses not deductible for tax purposes	4,640	14,429
Movement in provisions	-	(192,300)
Capital allowances for the period in excess of depreciation	18,479	2,674
capital and wanted for the period in excess of depresation	16,272	<u>-</u>
Gains on disposals of investments	428,357	**
Gains on disposals of investments	44,706	
Gains on disposals of investments Adjustments to tax in respect of prior periods	,	(11,490)

STEER DAVIES & GLEAVE LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

8	Tangible assets	Long leasehold land and buildings	Short leasehold land and buildings	Motor vehicles	Furniture and equipment	Computer equipment	Total
	Cont	£	£	£	£	£	£
	Cost At 1 April 2001 Additions Disposals	234,098	97,196 1,358	13,400	540,506 181,719 (25,954)	847,645 204,428 (51,447)	1,732,845 387,505 (90,801)
	At 31 March 2002	234,098	98,554	-	696,271	1,000,626	2,029,549
	Depreciation At 1 April 2001 Provided for the year Disposals	6,000 4,515	25,619 6,704	2,458 1,117 (3,575)	150,943 102,172 (4,340)	608,785 220,492 (41,451)	793,805 335,000 (49,366)
	At 31 March 2002	10,515	32,323	-	248,775	787,826	1,079,439
	Net book value At 31 March 2002	223,583	66,231	-	447,496	212,800	950,110
	At 31 March 2001	228,098	71,577	10,942	389,563	238,860	939,040
				<del></del>			

The net book value of tangible fixed assets includes an amount of £244,342 (2001 - £160,180) in respect of assets held under finance leases and hire purchase agreements. The related depreciation charge for the period was £70,098 (2001 - £25,332).

#### Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

9	Fixed asset investments				
		G underta	Froup kings £	Unlisted investment £	Total £
	Cost At 1 April 2001 and at 31 March 2002		103	2,365	2,468
	Net book value At 31 March 2002		103	2,365	2,468
	At 31 March 2001		103	2,365	2,468
	Subsidiary undertakings				
	Details of the subsidiary undertakings are:		Pro	oportion of	
	Name	Country of registration		nary share capital held	Nature of business
	SDG International Limited Steer Davies Gleave Limited Heathrow CityLink Limited	England Eire England		100% 100% 100%	Dormant Dormant Dormant
	Unlisted investment	Country of	D <sub>w</sub>	onartian of	Nature of
	Name	Country of registration		oportion of l stock held	business
	Kozlekedes KFT	Hungary		5%	Transport consultancy

#### 10 Investments - own shares

The Employee Benefit Trust (EBT) was established in March 1997, in order to facilitate wider share ownership in the company through the distribution of shares to employees. At 31 March 2002, 607,522 (2001 – 704,186) shares were held by the EBT.

	±.
Cost At 1 April 2001 (as restated)	370,409
Additions	92,827
Disposals	(109,377)
At 31 March 2002	353,859

All dividends in respect of these shareholdings have been waived.

#### Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

11	Debtors	2002	2001 (restated)
		£	£
	Trade debtors	3,906,441	3,031,473
	Other debtors	250,483	137,664
	Amounts recoverable on contracts	2,236,889	1,930,251
	Prepayments and accrued income	175,178	94,186
		6,568,991	5,193,574
	Included in the above are amounts falling due after more than one year as follows:		
	Other debtors:	28,337	21,804

#### 12 Current asset investments

Current assets investments consist of cash held on term deposit of £672,618 (2001 - £520,763).

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

Total Control	2002	2001 (restated)
	£	£
Bank loans and overdrafts (see note 15)	12,125	38,852
Other loan (see note 15)	149,975	160,407
Trade creditors	633,576	547,320
Other creditors	204,955	285,076
Taxation and social security	658,736	565,238
Corporation tax	1,034,147	266,889
Obligations under finance leases (see note 15)	128,919	79,276
Accruals and deferred income	1,661,655	1,483,748
	4,484,088	3,426,806
	<del></del>	==-

The bank loans and overdrafts are secured by a fixed and floating charge over the company's assets.

The other loan is secured by a legal charge over the long freehold property and bears interest at 2% over Barclays bank base rate.

Although the loan is disclosed as being technically repayable upon demand, a schedule of repayments exists with repayments being made up to 2009.

## Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

14	Creditors: amounts falling due after mo	ore than one year		2002 £	2001 (restated)
	Obligations under finance leases (see n	note 15)		153,530	79,301
15	Maturity of loans and borrowings				
		2002 Bank and other loans £	2002 Finance leases £	2001 Bank and other loans £	2001 Finance leases £
	In one year or less, or on demand	41,168	128,919	63,821	79,276
	In more than one year but not more than two years	24,869	86,958	74,608	79,301
	In more than two years but not more than five years In more than five years	74,607 21,456	66,572 -	60,830	-
		162,100	282,449	199,259	158,577
16	Share capital		A néha	orised	
		2002 Number	2001 Number	2002 £	2001 £
	Ordinary shares of £0.01 each	100,000,000	100,000,000	1,000,000	1,000,000
		A 2002 Number	Allotted, called 2001 Number	up and fully paid 2002 £	2001 £
	Ordinary shares of £0.01 each	6,058,274	6,058,274	60,583	60,583

#### Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

#### 16 Share capital (Continued)

Share options

At 31 March 2002, the following share options were outstanding in respect of the ordinary shares:

Date of grant	Number of shares	Period of option	Price per share
1999	72,842	October 1999 to October 2002	48.0p
2000	126,134	October 2000 to October 2003	60.0p
2001	56,181	September 2001 to September 2004	90.0p

#### 17 Reserves

	Share premium account £	Profit and loss account £	Total £
At 1 April 2001	~	<b></b>	~
- as previously stated	70,413	2,885,346	2,955,759
Prior year adjustment - long-term contracts	-	290,063	290,063
- ESOP Trust	-	1,137,793	1,137,793
As restated	70,413	4,313,202	4,383,615
Profit for the year	-	372,574	372,574
At 31 March 2002	70,413	4,685,776	4,756,189
		<del></del>	-=

The prior year adjustments arise on the changes in accounting policies on long-term contracts and the ESOP as referred to in note 1.

#### 18 Commitments under operating leases

As at 31 March 2002, the company had annual commitments under non-cancellable operating leases as set out below:

	2002 Land and	2002	2001 Land and	2001
	buildings £	Other £	buildings £	Other £
Operating leases, which expire:	~	~	~	~
Within one year	30,206	840	37,527	-
In two to five years	30,891	9,964	81,683	-
Over five years	526,716	-	270,977	
	587,813	10,804	390,187	
				<del></del> -

#### Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

#### 19 Related party transactions

In addition to his services as a director, B V Martin provided various consultancy services to the company. These services were incurred at commercial rates amounting to £22,283 (2001 - £39,947).

## 20 Reconciliation of operating profit to net cash inflow from operating activities

	2002	2001 (restated)
	£	£
Operating profit	1,264,262	665,111
Depreciation	335,000	254,107
Loss on sale of fixed assets	40,539	7,438
Profit on sale of own shares	(54,241)	(43,965)
(Increase)/decrease in debtors	(1,375,417)	893,537
Increase/(decrease) in creditors	277,540	(325,347)
Net cash inflow from operating activities	487,683	1,718,474
	=======================================	<del></del>

#### 21 Reconciliation of net cash inflow to movement in net debt

	2002	2001 (restated)
	£	£
Increase in cash in the year Cash outflow from decrease in debt and	9,020	665,111
lease financing	123,952	58,207
Cash outflow from increase in liquid resources	151,855	520,763
Change in net debt resulting from cash flows New finance leases	284,827 (237,392)	1,244,081 (99,797)
Movement in net debt in the year Opening net funds/(debt)	47,435 1,086,978	1,144,284 (57,306)
Closing net funds	1,134,413	1,086,978

STEER DAVIES & GLEAVE LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2002 (Continued)

22	Analysis of net funds/(debt)	At 1 April	Cash	Non-cash	At 31 March
		2001 £	flow £	changes £	2002 £
	Cash in hand and at bank Overdrafts	924,051 (38,852)	(17,707) 26,727	- -	906,344 (12,125)
	Current assets investments	885,199 520,763	9,020 151,855	-	894,219 672,618
		1,405,962	160,875	-	1,566,837
	Debt due within one year Obligations under finance leases	(160,407) (158,577)	10,432 113,520	(237,392)	(149,975) (282,449)
		(318,984)	123,952	(237,392)	(432,424)
	Total	1,086,978	284,827	(237,392)	1,134,413