**Report and Financial Statements** 

31 March 2003

A29 COMPANIES HOUSE

# Deloitte & Touche

# REPORT AND FINANCIAL STATEMENTS 2003

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# MITIE PROPERTY SERVICES (EASTERN) LIMITED

## OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

D M Telling P F Noble M A Reeves W Robson I R Stewart

## **SECRETARY**

C K Ross

#### **REGISTERED OFFICE**

The Stable Block Barley Wood Wrington Bristol BS40 5SA

## **BANKERS**

National Westminster Bank plc 32 Corn Street Bristol BS99 7UG

## **AUDITORS**

Deloitte & Touche Bristol



#### **DIRECTORS' REPORT**

The directors present their annual report and audited financial statements for the year ended 31 March 2003.

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; 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.

#### PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company during the year was painting and building maintenance contracting.

The company's business has developed satisfactorily and the directors consider that the company is in a good position to continue that development.

#### RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £162,381 (2002: £141,189). The directors recommend that this amount be dealt with as follows:

	2003 £	2002 £
Ordinary dividends:		
- Final proposed £1.12 (2002: £1.12) per 'A' ordinary share	113,120	113,120
- Final proposed 8p (2002: 8p) per 'B' ordinary share	7,920	7,920
Transfer to reserves	41,341	20,149
	162,381	141,189
	*	

#### DIRECTORS AND THEIR INTERESTS

The directors during the year were as follows:

D M Telling P F Noble M A Reeves W Robson I R Stewart



#### **DIRECTORS' REPORT (continued)**

#### **DIRECTORS AND THEIR INTERESTS (continued)**

The beneficial interests of the directors and their families in the share capital of the company were as follows:

	At 31 March 2003 £1 'B' ordinary shares No.	At 1 April 2002 £1 'B' ordinary shares No.
P F Noble	10,000	10,000
M A Reeves	17,500	17,500

No other director had a beneficial interest in the share capital of the company or any other group company at the beginning or end of the financial year, except as disclosed below.

Directors' interests in the share capital of MITIE Group PLC were as follows:

At 31 March 2003	At 1 April 2002
2.5p Ordinary shares	2.5p Ordinary shares
No.	No.

M A Reeves 20,458 20,458

Messrs D M Telling, W Robson and I R Stewart are directors of MITIE Group PLC, the parent undertaking, and their interests in the share capital of that company are shown in the financial statements of MITIE Group PLC.

No other director had an interest in the share capital of MITIE Group PLC.

Further details of the MITIE Group PLC Share Schemes are given in the accounts of that company.

#### PAYMENT POLICY

The company's policy is to comply with the terms of payment agreed with a supplier. Where terms are not negotiated, the company endeavours to adhere with the supplier's standard terms. As at 31 March 2003 trade creditors, as a proportion of amounts invoiced from suppliers for the year, represented 63 days (2002: 41 days).

#### **EMPLOYEES**

The company offers equal opportunities to all applicants for employment whatever their sex, race or religion. Disabled persons are considered for employment, training, career development and promotion on the basis of their attitudes and abilities in common with all employees, providing the disability does not make the particular employment impractical or the employee unable to conform to the stringent regulations which apply to the operations of the company.

The company recognises the importance of good communications and employee relationships. In each company there is a relationship between the Chief Executive of MITIE Group PLC and individual employees in the company. In these conditions, complex consultative procedures are seldom required to ensure that there is an understanding of the purpose of the business and the commercial realities of success. Employees are encouraged to become shareholders through the Savings Related Share Option Scheme.



## **DIRECTORS' REPORT (continued)**

#### **AUDITORS**

Deloitte & Touche has informed the directors that they are intending to transfer their business to a limited liability partnership, incorporated under the Limited Liability Partnerships Act 2000, to be known as Deloitte & Touche LLP. It is the current intention of the directors to use the company's statutory power to give consent to the appointment of Deloitte & Touche being treated as extending to Deloitte & Touche LLP at the appropriate time.

A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

C K Ross Secretary

2 July 2003

#### INDPENDENT AUDITORS' REPORT TO THE MEMBERS OF

#### MITIE PROPERTY SERVICES (EASTERN) LIMITED

We have audited the financial statements of MITIE Property Services (Eastern) Limited for the year ended 31 March 2003 which comprise the profit and loss account, the balance sheet, the cash flow statement and related notes 1 to 21. 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

## Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

## 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.

#### **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 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**DELOITTE & TOUCHE** 

Chartered Accountants and Registered Auditors Bristol

Debotte & Touche

4 July 2003

# Deloitte & Touche

## PROFIT AND LOSS ACCOUNT Year ended 31 March 2003

	Notes	Continui 2003 £	ng operations 2002 £
TURNOVER	1	5,552,061	4,893,655
Cost of sales		(4,483,556)	(3,985,624)
GROSS PROFIT		1,068,505	908,031
Administrative expenses		(829,212)	(719,848)
OPERATING PROFIT	2	239,293	188,183
Interest receivable Interest payable	3 3	827 (1,617)	3,465
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		238,503	191,648
Tax on profit on ordinary activities	4	(76,122)	(50,459)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		162,381	141,189
Equity dividends	5	(121,040)	(121,040)
RETAINED PROFIT FOR THE FINANCIAL YEAR	11	41,341	20,149

There are no recognised gains and losses for the current financial year or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of total recognised gains and losses has been provided.

## BALANCE SHEET At 31 March 2003

	Notes		2003		2002
		£	£	£	£
FIXED ASSETS					
Tangible assets	6		186,756		125,677
CURRENT ASSETS					
Work in progress	7	78,749		201,543	
Debtors	8	1,441,470		798,408	
Cash at bank and in hand		108,356		219,048	
		1,628,575		1,218,999	
CREDITORS: AMOUNTS FALLING DUE		1,020,575		1,210,777	
WITHIN ONE YEAR	9	(1,131,887)		(702,573)	
NET CURRENT ASSETS			496,688		516,426
NET ASSETS			683,444		642,103
			,		
SHARE CAPITAL AND RESERVES					
Called up share capital	10		200,000		200,000
Profit and loss account	11		483,444		442,103
TOTAL EQUITY SHAREHOLDERS' FUNDS	12		683,444		642,103

These financial statements were approved by the Board of Directors on 2 July 2003.

Signed on behalf of the Board of Directors

W Robson

Wolld.

Director

# Deloitte & Touche

## CASH FLOW STATEMENT Year ended 31 March 2003

	Notes		2003		2002
		£	£	£	£
Net cash inflow/(outflow) from operating activities	13		212,923		(3,764)
Returns on investments and servicing of finance Interest received Interest paid		2,906 (1,617)		2,802	
Net cash inflow from returns on investments and servicing of finance			1,289		2,802
Taxation UK corporation tax paid			(75,207)		(63,969)
Capital expenditure Payments to acquire tangible fixed assets Receipts from disposal of tangible fixed assets		(139,537) 10,880		(70,216) 50,077	
Net cash outflow from capital expenditure		_	(128,657)		(20,139)
Equity dividends paid			(121,040)		(38,000)
Cash outflow before financing			(110,692)		(123,070)
Financing Issue of ordinary share capital			<del>-</del> 		99,000
Decrease in cash in the year	15		(110,692)		(24,070)



#### 1. ACCOUNTING POLICIES

#### Accounting convention

The financial statements are prepared under the historical cost convention and are prepared in accordance with applicable United Kingdom accounting standards.

#### Turnover

Turnover represents the total, excluding sales taxes, receivable in respect of goods and services supplied and contract work completed in the year. All turnover arises within the United Kingdom, from the company's principal activity.

### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, less depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Leasehold improvements5 yearsPlant and office equipment3 to 10 yearsMotor vehicles4 years

#### **Operating leases**

Rentals paid under operating leases are charged against income on a straight-line basis over the lease term.

#### Work in progress

Work in progress is stated at the lower of cost (including appropriate overheads) and net realisable value. Provision is made for foreseeable losses.

#### **Deferred taxation**

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

### Pension costs

Pension costs represent amounts paid to one of the group's pension schemes. Details of the schemes are given in the financial statements of MITIE Group PLC.

## NOTES TO THE ACCOUNTS Year ended 31 March 2003

2.	OPERATING PROFIT is stated after charging/(crediting):	2003 £	2002 £
	Depreciation Auditors' remuneration - audit services Profit on disposal of tangible fixed assets	70,455 3,000 (2,877)	54,080 2,500 (1,590)
3.	INTEREST	4002	
	Interest receivable	2003 £	2002 £
	Bank interest	827	3,465
	Interest payable	£	£
	Bank interest	1,617	
4.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in year	2003 £	2002 £
	United Kingdom corporation tax at 30% (2002: 30%) Adjustment in respect of prior years	72,920 -	61,466 (479)
	Total current tax (note 4(b))	72,920	60,987
	Deferred taxation: Timing differences - origination and reversal Adjustment in respect of prior years	3,187 15	(1,729) (8,799)
	Tax on profit on ordinary activities	76,122	50,459



## 4. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

## (b) Factors affecting tax charge in year

The tax assessed for the year differs from that resulting from applying the standard rate of corporation tax in the UK of 30% (2002: 30%). The differences are as follows:

	2003 £	2002 £
Profit on ordinary activities before tax	238,503	191,648
	£	£
Tax at 30% thereon	71,551	57,494
Expenses not deductible for tax purposes Capital allowances in excess of depreciation Movement in short-term timing differences Profit on disposal of tangible fixed assets Prior period adjustments	4,556 (2,324) - (863)	2,258 2,186 5 (477) (479)
Current tax charge for the year (note 4(a))	72,920	60,987

## (c) Factors affecting future tax charges

The company is not aware of any matters that will materially affect the future tax charge.

5.	DIVIDENDS	2003 £	2002 £
	Final proposed: £1 'A' ordinary £1.12 (2002: £1.12) per share	113,120	113,120
	£1 'B' ordinary 8p (2002: 8p) per share	7,920 121,040	7,920

## 6. TANGIBLE FIXED ASSETS

	Leasehold improvements £	Plant and office equipment £	Motor vehicles £	Total £
Cost				
At 1 April 2002	10,467	49,186	211,584	271,237
Additions	-	33,586	87,291	120,877
Transfers in	-	<b></b>	22,392	22,392
Disposals	-	~	(37,762)	(37,762)
Transfers out	<u>-</u>	<u> </u>	(13,814)	(13,814)
At 31 March 2003	10,467	82,772	269,691	362,930
Depreciation				
At 1 April 2002	2,377	31,385	111,798	145,560
Charge for the year	2,093	11,654	56,708	70,455
Transfers in	-	-	3,732	3,732
Disposals	-	-	(34,939)	(34,939)
Transfers out			(8,634)	(8,634)
At 31 March 2003	4,470	43,039	128,665	176,174
Net book value				
At 31 March 2003	5,997	39,733	141,026	186,756
At 31 March 2002	8,090	17,801	99,786	125,677
At 31 Maich 2002	8,090	17,001	99,700 <del></del>	123,077

## Capital commitments

At 31 March 2003 the directors had authorised capital expenditure of nil (2002: nil).

7.	WORK IN PROGRESS	2003 £	2002 € 287,906
	Work in progress	111,112	
	Payments received on account	(32,363)	(86,363)
		78,749	201,543

8.	DEBTORS	2003 £	2002 £
	Trade debtors Amounts owed by group undertakings	1,385,947	733,552 17,500
	Prepayments and accrued income	48,197	36,828
	Deferred tax asset	7,326	10,528
		1,441,470	798,408

A deferred tax asset of £7,326 has been recognised at 31 March 2003 (2002: £10,528). This asset relates to negative accelerated capital allowances. The directors are of the opinion that suitable profits will be available within the periods in which these differences will reverse. The amount charged to the profit and loss account in the year was £3,202 (2002: £10,528).

9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2003 £	2002 £
	Payments on account	65,078	5,384
	Trade creditors	643,233	368,127
	Amounts owed to group undertakings	7,678	7,433
	Corporation tax	32,982	35,268
	Other taxes and social security costs	250,334	148,441
	Other creditors	1,881	825
	Accruals and deferred income	9,661	16,055
	Proposed dividend	121,040	121,040
		1,131,887	702,573
10.	CALLED UP SHARE CAPITAL	2003 £	2002 £
	Authorised		
	204,000 £1 'A' ordinary shares	204,000	204,000
	196,000 £1 'B' ordinary shares	196,000	196,000
		400,000	400,000
		····	
		£	£
	Allotted and fully paid		
	101,000 £1 'A' ordinary shares	101,000	101,000
	99,000 £1 'B' ordinary shares	99,000	99,000
		200,000	200,000
		-	

## 10. CALLED UP SHARE CAPITAL (continued)

#### Rights attached to shares

The holders of the £1 'A' ordinary shares are entitled to a dividend of £1.04 per share. Thereafter, holders of 'A' ordinary shares and 'B' ordinary shares are entitled to a fixed cumulative dividend of 8p per share and thereafter, MITIE Group PLC, the holder of the £1 'A' ordinary shares, is entitled to one half of the company's annual profits available for distribution less the above amount already paid, together with any arrears of such cumulative dividends unpaid from any previous financial year.

Thereafter, the balance of profits available for distribution may be distributed amongst the holders of each class of share pari passu.

Both classes of shareholder have equal voting rights.

#### 11. PROFIT AND LOSS ACCOUNT

11.	PROFIT AND LOSS ACCOUNT	£	
	At 1 April 2002	442,103	
	Retained profit for the year	41,341	
	At 31 March 2003	483,444	
12.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2003 £	2002 £
	Duckt for the financial way		
	Profit for the financial year Dividends	162,381 (121,040)	141,189 (121,040)
	Issue of ordinary share capital	(121,040)	99,000
	Net addition to shareholders' funds	41,341	119,149
	Opening shareholders' funds	642,103	522,954
	Closing shareholders' funds	683,444	642,103



13.	RECONCILIATION OF OPERATING PROFIT TO NET CASH			
	INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		2003 £	2002 £
	Operating profit		239,293	188,183
	Depreciation		70,455	54,080
	Profit on disposal of tangible fixed assets		(2,877)	(1,590)
	Decrease in work in progress		122,794	132,318
	Increase in debtors		(645,141)	, , ,
	Increase/(decrease) in creditors		428,399	(27,888)
	Net cash inflow/(outflow) from operating activities		212,923	(3,764)
14.	ANALYSIS OF CHANGES IN NET FUNDS  At 1 Ap 20  Cash at bank and in hand  219,0	002 £	Cash flow £ (110,692)	At 31 March 2003 £
15.	RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS		2003 £	2002 £
	Decrease in cash in the year		(110,692)	(24,070)
	Net funds at beginning of year		219,048	243,118
	Net funds at end of year		108,356	219,048

## 16. FINANCIAL COMMITMENTS

## Operating leases

At 31 March 2003 the company had no annual commitments under non-cancellable operating leases (2002: nil).

## Commitments on behalf of the group undertakings

The company is party with other group undertakings to cross-guarantees of each other's bank overdrafts. As at 31 March 2003, the overall commitment was nil (2002: nil).

### NOTES TO THE ACCOUNTS Year ended 31 March 2003

#### 17. DIRECTORS

The emoluments of directors of the company were:	2003 £	2002 £
Fees and other emoluments (excluding pension contributions but including benefits-in-kind)	45,325	74,198
	No.	No.
The number of directors who were members of a defined benefit pension scheme	1	2

Messrs D M Telling, W Robson and I R Stewart are also directors of MITIE Group PLC and their emoluments and pension details are disclosed in the group accounts. Mr W Robson is paid for his services by MITIE Property Services Limited. It is not practicable to allocate their remuneration between their services as a director of MITIE Property Services (Eastern) Limited and their services as a director of other group companies.

Mr P Noble is a director of MITIE Flooring (Southern) Limited and his emoluments and pension details are disclosed in the accounts of that company. It is not practicable to allocate his remuneration as a director of MITIE Property Services (Eastern) Limited and his services as a director of other group companies.

#### 18. EMPLOYEES

## Number of employees

The average number of persons (including directors) employed by the company during the year was:

	2003 No.	2002 No.
Administration and management	14	14
Site labour	95	91
	109	105
		<del></del>
Employment costs (including directors)	£	£
Wages and salaries	2,164,008	1,978,924
Social security costs	204,528	186,763
Other pension costs	16,972	16,788
	2,385,508	2,182,475
		·



#### 19. RELATED PARTY TRANSACTIONS

MITIE Group PLC is a 63% shareholder of MITIE Property Services (Eastern) Limited.

During the year MITIE Access (Southern) Limited provided services to the value of nil (2002: £69,241) of which nil (2002: £7,433) is included in creditors at the year end.

During the year MITIE Engineering Services Limited provided services to the value of £2,628 (2002: £1,319).

During the year MITIE Generation Limited provided services to the value of £1,025 (2002: nil).

During the year MITIE Air Conditioning (South West) Limited provided services to the value of £9,681 (2002: nil).

During the year MITIE Cleaning (South East) Limited provided services to the value of £3,259 (2002: £6,255) of which £333 (2002: nil) is included in creditors at the year end.

During the year MITIE Air Conditioning (London) Limited provided services to the value of £1,319 (2002: nil)

During the year MITIE Property Services (North West) Limited provided services to the value of £6,250 (2002: nil) of which nil (2002: nil) is included in creditors at the year end.

During the year MITIE Flooring (Southern) Limited provided services to the value of £13,140 (2002: nil) of which £7,345 (2002: nil) is included in creditors at the year end.

During the year MITIE Property Services (Eastern) Limited provided service for MITIE Flooring (Southern) Limited of £4,479 (2002: nil).

During the year management charges of £93,500 (2002: £65,500) were paid to MITIE Property Services Limited.

During the year management charges of £46,998 were paid to MITIE Flooring (Southern) Limited. Management charges of £22,525 were received from MITIE Flooring (Southern) Limited.

During the year management charges of £7,250 (2002: £5,088) were paid to MITIE Property Services (London) Limited.

#### 20. PENSION ARRANGEMENTS

For the purposes of Financial Reporting Standard 17, the company has been unable to identify its share of the underlying assets and liabilities in the main group scheme, the MITIE Group Pension Scheme, on a consistent and reasonable basis. Therefore, following full implementation of FRS17, the company will account for contributions to the scheme as if it were a defined contribution scheme. At 31 March 2003, the valuation of the Scheme for the purposes of FRS17 showed a net pension liability as set out in the report and accounts of MITIE Group PLC.



## 21. PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard MITIE Group PLC, a company registered in Scotland, as the company's ultimate parent undertaking and controlling party. MITIE Group PLC is both the smallest and largest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.