# INITIAL CONTRACT SERVICES LIMITED **ANNUAL REPORT** FOR THE YEAR ENDED 1ST APRIL 1995

Registered Number: 2329448



## ANNUAL REPORT

## FOR THE YEAR ENDED 1ST APRIL 1995

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## DIRECTORS' REPORT FOR THE YEAR ENDED 1ST APRIL 1995

The directors present their report and audited financial statements for the year ended 1st April 1995.

#### **Principal activities**

The principal activities of the company are unchanged from last year and are the provision of contract cleaning and related services to the occupiers of commercial, industrial and public sector buildings.

#### Review of business

The profit and loss account for the year is set out on page 6.

Both the level of business and the year end financial position remain satisfactory, and the directors expect that the present level of activity will be sustained for the foreseeable future.

## Changes in presentation of the financial statements

Following the introduction of Financial Reporting Standard No 4, 'Capital instruments', the presentation of the financial statements has been amended to conform with the new requirements. Shareholders' funds has been analysed between equity and non-equity interests.

#### Dividends and transfers to reserves

The directors have declared a final dividend of £3,394,000 (1994 - Nil). The profit of £1,198,000 (1994 - £47,973,000) has been transferred to reserves.

#### Changes in fixed assets

The movements in fixed assets during the year are set out in notes 10 and 11 to the financial statements.

## **DIRECTORS' REPORT (Continued)**

#### **Directors**

The directors who held office during the year were:-

J M Allan	(appointed 5 April 1993, resigned 28 September 1994)
G Kettle (Chairman)	(appointed 5 April 1993)
L Elias	(appointed 1 September 1993)
J Cannon	(appointed 29 March 1995)
W J Goldsmith	(appointed 29 March 1995)
A A Hoskins	(appointed 29 March 1995)
P M Simmons	(appointed 29 March 1995)
P Stringfellow	(appointed 29 March 1995)
P V Webster	(appointed 29 March 1995)
J Winterbottom	(appointed 29 March 1995)

None of the directors had any beneficial interest in the share capital of the company.

The beneficial interests of the directors who held office at 1 April 1995 in the issued share capital of BET Public Limited Company at 3 April 1994 or the date of appointment if later, and 1 April 1995 were:-

		f ordinary shares	Executive option scheme*		· · · · · · · · · · · · · · · · · · ·		Share save	scheme+
	1/4/95	3/4/94**	1/4/95	3/4/94**	1/4/95	3/4/94**		
G Kettle	500	500	361,000	180,000	18,750	Nil		
L Elias	Nil	Nil	91,000	Nil	18,750	Nil		
J Cannon	Nil	Nil	49,000	49,000	18,688	18,688		
W J Goldsmith	Nil	Nil	44,442	44,442	18,703	18,703		
A A Hoskins	Nil	Nil	70,000	70,000	18,351	18,351		
P Stringfellow	2,000	2,000	46,000	46,000	18,939	18,939		
P V Webster	2,256	2,256	43,257	43,257	Nil	Nil		
J Winterbottom	Nil	Nil	43,000	43,000	Nil	Nil		
P M Simmons	Nil	Nil	43,000	43,000	6,654	6,654		

The changes during the year were as follows:-

G Kettle granted: \* granted 181,000; + granted 18,750 L Elias granted: \* granted 91,000; + granted 18,750

<sup>\*\*</sup> Or date of appointment if later than 3/4/94.

#### **DIRECTORS' REPORT (Continued)**

#### **Employment policies**

The company is committed to the encouragement of employee involvement and participation in the progress of the business. There is regular communication from the centre with senior management on both general and specific issues, this being linked to individual communication programmes within the various business units.

A savings-related share option scheme is operated by the BET Group and participation in this is actively promoted.

The company gives proper consideration to the employment of disabled persons wherever suitable positions exist. In the case of persons who become disabled, all practicable measures are taken to enable them to continue their employment or train for other suitable positions.

#### Statement of directors' responsibilities

Company law requires 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;
- ensure that 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.

#### **DIRECTORS' REPORT (Continued)**

#### Charitable donations

During the year the company made charitable donations amounting to £3,000 (1994 - £3,200).

#### **Auditors**

In accordance with the provisions contained in the Companies Act 1989, the company has elected to dispense with the obligation to appoint auditors annually. The auditors will remain in office until such time as the company shall determine otherwise.

By order of the board.

L. Elias

L ELIAS

Company Secretary

22 May 1995

## Report of the auditors to the members of Initial Contract Services Limited

We have audited the financial statements on pages 6 to 19.

#### Respective responsibilities of directors and auditors

As described on page 3 the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### Basis of opinion

We conducted our audit in accordance with 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 1st April 1995, and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Coopers & Lybrand

Chartered Accountants and Registered Auditors

Birmingham

22nd May 1995

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 1ST APRIL 1995

	Notes	1995	1994
	•	£'000	£'000
Turnover Continuing operations	2	139,679	146,172
Discontinued operations		<u> </u>	72,132
Total turnover		139,679	218,304
Cost of sales	3	114,767	176,860
Gross profit	3	24,912	41,444
Operating expenses:	3		
Distribution costs		3,509	10,008
Administrative expenses		16,040	30,605
		19,549	40,613
Other operating income - exceptional	3	209	52,000
Net operating expenses/(income)		19,340	(11,387)
Operating profit/(loss)	3		
Continuing operations		5,572	56,047
Discontinued operations		-	(3,216)
		5,572	52,831
Profit/(Loss) on sale of operations - discont. operation	20	282	(20,444)
Profit on sale of subsidiary undertakings		-	18,130
Income from shares in subsidiary undertakings		120	289
Profit on ordinary activities before interest		5,974	50,806
Interest receivable/(payable) and similar charges	6	36	(4,105)
Profit on ordinary activities before taxation	7	6,010	46,701
Tax on ordinary activities	8	(1,418)	1,272
Profit for the financial year		4,592	47,973
Dividends	9	(3,394)	•
Retained profit for the year	18	1,198	47,973

There are no recognised gains or losses other than those included in the profit and loss account above and, therefore, no separate statement of total recognised gains and losses has been presented.

## NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 1ST APRIL 1995

1995	1994
£'000	£'000
6,010	46,701
1	(146)
(2)	(53)
6,009	46,502
1,197	47,774
	£'000 6,010 1 (2) 6,009

## BALANCE SHEET AT 1ST APRIL 1995

	Notes	1995	1994
		£'000	£'000
Fixed assets			
Tangible assets	10	10,378	9,034
Investments	11	1	1
		10,379	9,035
Current assets			
Stocks	12	833	850
Debtors: amounts falling due within one year	13	25,652	18,066
Cash at bank and in hand		3,508	8,281
		29,993	27,197
Creditors: amounts falling due within one year	14	25,780	22,838
Net current assets		4,213	4,359
Net assets		14,592	13,394
Capital and reserves			
Called up share capital	17	10,000	10,000
Profit and loss account	18	45,107	43,909
Other reserves	18	(40,515)	(40,515)
Equity Shareholders Funds		14,592	13,394

The financial statements on pages 6 to 19 were approved by the board of directors on 22nd May 1995 and were signed on its behalf by:

L. Elias

L. Elias Director

## Notes to the financial statements for the year ended 1st April 1995

#### 1 Principal accounting policies

The financial statements are prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

#### **Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention modified by the revaluation of freehold and long leasehold land and buildings.

#### Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Freehold buildings

2% on cost

Leasehold properties

Over the term of the lease

Motor vehicles

12.5% - 25% on cost

Plant and equipment

10% - 33% on cost

#### Finance and operating leases

Leasing agreements which transfer to the company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit in proportion to the reducing capital element outstanding. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

Costs in respect of operating leases are charged on a straight line basis over the lease term.

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Notes to the financial statements for the year ended 1st April 1995 (continued)

## 1 Principal accounting policies (continued)

#### Goodwill

Goodwill arising on acquisitions is written off directly to reserves in the year of acquisition. The profit or loss on the disposal of a business is calculated after taking into account any goodwill previously written off to reserves.

#### Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs. Where necessary, provision is made for obsolete, slow moving and defective stocks.

#### **Turnover**

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of goods and services supplied.

#### **Deferred** taxation

Provision is made for deferred taxation, using the liability method, on all material timing differences to the extent that it is probable that a liability or asset will crystallise.

#### Pension scheme arrangements

The company participates in group pension schemes operated by BET Public Limited Company. The pension schemes are of the defined benefit type and the assets are held in separate trustee administered funds. The funds are valued every three years by a professionally qualified independent actuary, the rates of contribution being determined by the actuary. In the intervening years, the actuary reviews the continuing appropriateness of the rates. Particulars of the valuation of the group schemes are contained in the financial statements of BET Public Limited Company.

The company provides no other post retirement benefits to its employees.

Notes to the financial statements for the year ended 1st April 1995 (continued)

#### 2 Turnover

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Turnover consists entirely of sales made in the United Kingdom, in the contract cleaning and support services market.

## 3 Cost of sales and other operating expenses

		1995	5		1994	
	Con-	Discon-		Con-	Discon-	
	tinuing	tinued	Total	tinuing	tinued	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Cost of sales	114,767		114,767	119,123	57,737	176,860
Gross profit	24,912		24,912	27,049	14,395	41,444
Distribution costs	3,509	-	3,509	3,796	6,212	10,008
Administrative expenses	16,040	-	16,040	19,206	11,399	30,605
	19,549	_	19,549	23,002	17,611	40,613
Less: other operating income						
Exceptional (see below)	(209)	-	(209)	(52,000)	-	(52,000)
Net operating expenses	19,340	-	19,340	(28,998)	17,611	(11,387)
Operating profit/(loss)	5,572	-	5,572	56,047	(3,216)	52,831

The exceptional other operating income in 1995 represents amounts paid to the company by a fellow subsidiary for contracts transferred to them. There is no tax effect. In 1994 this figure represents the formal waiver of intergroup debt owed by the company to the ultimate holding company.

Directors' emoluments	1995	1994
	£'000	£'000
Directors' remuneration (including pension contributions and	i	
benefits in kind)	216	375
Compensation for loss of office	<u>-</u>	<u>171</u>
	216	546
Directors' remuneration (excluding pension contributions)		
includes amounts paid to:	1995	1994
The chairman	£80,672	£ nil
Highest paid director	<u>£91,425</u>	£116,705

Notes to the financial statements for the year ended 1st April 1995 (continued)

## 4 Directors' emoluments (continued)

The number of directors (including the chairman and highest paid director) who received remuneration (excluding pension contributions) in the following ranges was:

	1995	1994
	Number	Number
£0 to £5,000	8	4
£5,001 to £10,000	-	2
£40,001 to £45,000	-	1
£60,001 to £65,000	-	1
£65,001 to £70,000	-	1
£80,001 to £85,000	1	-
£90,001 to £95,000	1	-
£115,001 to £120,000		1
	<del></del>	

## 5 Employee information

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

	1995	1994
	Number	Number
By activity:		
Operatives (including branch staff)	38,045	44,355
Selling and distribution	74	179
Administration and management	352	547_
	38,471	45,081
	1995	1994
Staff costs (for the above persons):	£'000	£'000
Wages and salaries	100,465	142,072
Social security costs	4,133	7,373
Other pension costs	463	815
	105,061	150,260

# Notes to the financial statements for the year ended 1st April 1995 (continued)

		1995	1994
6	Interest	£'000	£'000
	Interest payable:		
	Parent and fellow subsidiaries	(219)	(4,327)
	Interest receivable:		
	Bank	232	222
	Parent and fellow subsidiaries	23	
		255	222
	Net interest	36	(4,105)
7	Profit on ordinary activities before taxation		
	Is stated after crediting:		
	Income from shares in group companies	120	289
	Profit on disposal of tangible fixed assets	<u>15</u>	
	And after charging:		
	Depreciation charge for the year:	<b></b> 00	0.115
	Tangible fixed assets - owned	2,790	3,117
	finance leased	-	8 552
	Loss on disposal on tangible fixed assets	1 (55	553
	Operating lease rentals - land and buildings	1,677	2,768
	- other	832	3,016 578
	Hire of plant and equipment	30	378 49
	Auditors' remuneration - audit fees - other services	30	1
	- other services	<del></del>	
8	Taxation charge/(credit) on profit on ordinary activities		
	United Kingdom corporation tax at 33%:		
	Current	1,602	(1,272)
	Prior year	<u>(184)</u>	(1.070)
		<u>1,418</u>	(1,272)
9	Dividends		
	Dividends on equity shares:		
	Ordinary - Final proposed dividend of 33.94 pence per share	<u>3,394</u>	

# Notes to the financial statements for the year ended 1st April 1995 (continued)

10	Tangible fixed assets	Land and Buildings £'000	Motor Vehicles £'000	Plant, Machinery, & Fixtures £'000	Total £'000
	Cost or valuation				
	At 2nd April 1994	1,066	3,754	15,736	20,556
	Additions - external	-	1,967	2,344	4,311
	- intergroup	-	9	-	9
	Disposals - external	(83)	(315)	(664)	(1,062)
	- intergroup	-	(12)	(87)	(99)
	At 1st April 1995	983	5,403	17,329	23,715
	Analysed as follows:				
	Cost	258	5,403	17,329	22,990
	1993 valuation	725	-		725
	2,7,0 , , , , , , , , , , , , , , , , , ,	983	5,403	17,329	23,715
					<u></u> -
	Depreciation				
	At 2nd April 1994	67	911	10,544	11,522
	Charge for year	32	1,017	1,741	2,790
	Intergroup additions	•	1	••	1
	Disposals - external	(9)	(263)	(640)	(912)
	- intergroup	-	(4)	(60)	(64)
	At 1st April 1995	90	1,662	11,585	13,337
	Net book value				
	At 1st April 1995	893	3,741	5,744	10,378
	At 2nd April 1994	999	2,843	5,192	9,034
				1995	1994
	The net book value of land and buildings comprises:  Freehold property			£'000	£'000
				655	740
	Leasehold property - long term			49	49
	Leasehold property - short term			189_	210
				893	999

Notes to the financial statements for the year ended 1st April 1995 (continued)

## 10 Tangible fixed assets (continued)

The Company's freehold and long leasehold properties were revalued in 1993 by St. Quinton Chartered Surveyors on the basis of an open market valuation for existing use.

The historical cost of revalued land and buildings (i.e. the original cost to the company of revalued land, buildings and related depreciation), is as follows:

	1995	1994
	£'000	£'000
Cost	753	828
Aggregate depreciation based on cost	15	13
Net book value based on cost	738	815

#### 11 Investments

1	7733
-	3994
-	343
-	(11,372)
-	(697)
1	1
	1 - - - - 1

The principal trading subsidiary of the company at 1st April 1995 is Retail Cleaning Services Limited which is 51% owned and registered in England and Wales. This subsidiary company's principal business is in the provision of contract cleaning services in the retail sector.

Group accounts are not prepared as the company is a wholly owned subsidiary of a company established under the laws of an EC member state and which itself prepares consolidated accounts.

# Notes to the financial statements for the year ended 1st April 1995 (continued)

12 Stocks	1995 £'000	1994 £'000
Raw materials and consumables	833	850
13 Debtors		
Amounts falling due within one year: Trade debtors Amounts due from parent and fellow subsidiary undertakings Dividend receivable Prepayments and accrued income Other debtors	13,015 10,914 120 1,603 - 25,652	11,325 3,689 115 2,751 186 18,066
14 Creditors: amounts falling due within one year		
Trade creditors Corporation tax Other taxation and social security costs Accruals and deferred income Amounts due to parent and fellow subsidiary undertakings Amounts due to subsidiary undertakings Dividends payable	811 2,601 8,368 6,250 3,538 818 3,394 25,780	1,396 147 7,682 7,771 5,118 724 

## 15 Deferred taxation

There is no potential liability to deferred taxation (1994 - nil).

## Notes to the financial statements for the year ended 1st April 1995 (continued)

16	Other provisions	1995 £'000	1994 £'000
	Provision for restructuring and reorganisation costs:		
	At beginning of year Utilised in the year Profit and loss account credit At end of year	- - - -	1,390 (1,342) (48)
17	Called up share capital		
	Authorised: 10,000,100 ordinary shares of £1 each	10,000	10,000
	Allotted, called up and fully paid: 10,000,100 ordinary shares of £1 each	10,000	10,000
18	Reserves	Profit and loss account £'000	Other reserves £'000
	At beginning of year Profit for the year At end of year	43,909 1,198 45,107	(40,515) - ( <u>40,515)</u>

The adverse balance on other reserves at 1st April 1995 represents goodwill written off in 1993 on the purchase of the Company's trading operations from a fellow group company on 30th March 1992.

1995 £'000	1994 £'000
4,592 (3,394)	47,973 
1,198	47,973
<u>.</u>	21,211
1,198	69,184
13,394	(55,790)
14,592	13,394
	£'000 4,592 (3,394) 1,198 - 1,198 13,394

Notes to the financial statements for the year ended 1st April 1995 (continued)

## 20 Disposal of operations

The profit/(loss) on sale of operations arose following the sale of the janitorial supplies division in March 1994. The profit in 1995 represents writebacks of accruals set up on disposal and value added tax recovered but not accrued. The affect of this profit is to increase the tax charge by £93,000.

21 Capital commitments	1995 £'000	1994 £'000
Capital expenditure that has been contracted for but has not been provided in the financial statements		<u>645</u>
Capital expenditure that has been authorised by the directors but has not yet been contracted for	<del>-</del>	152

## 22 Operating lease obligations

At 1st April 1995 the company had commitments under non-cancellable operating leases with payments due in the following year as follows:

	1995		1994	
	Land &		Land &	
	buildings	Other	buildings	Other
	£'000	£'000	£'000	£'000
Leases which expire:				
Within one year	36	234	19	263
Between one and five years	220	589	355	568
After five years	871	-	808	403
	1,127	823	1,182	1,234
	•	<del></del>		

#### 23 Cash flow statement

The company is a wholly owned subsidiary of BET Public Limited Company and the cash flows of the company are included in the consolidated cash flow statement of BET Public Limited Company. Consequently the company is exempt under the terms of Financial Reporting Standard No 1 from publishing a cash flow statement.

Notes to the financial statements for the year ended 1st April 1995 (continued)

## 24 Ultimate parent company

The ultimate parent company is BET Public Limited Company which is incorporated in Great Britain. The largest and smallest group for which the company is a member and for which group accounts are drawn up is that of BET Public Limited Company, registered in England and Wales. Copies of the annual report are available from the Company Secretary, Stratton House, Piccadilly, London W1X 6AS.