

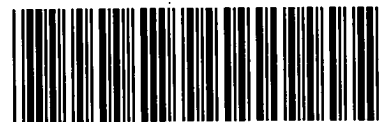
Schal International Management Limited

Annual report and financial statements

Registered number 2646690

For the year ended 31 December 2014

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Contents

Directors' report	3
Statement of directors' responsibilities in respect of the directors' report and the financial statements	5
Independent auditor's report to the members of Schal International Management Limited	6
Profit and loss account	7
Balance sheet	8
Notes	9

Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2014.

Principal activities

The company is principally engaged in project management.

Business review

Trading is largely based on one project for the UK government. Profits are expected to remain consistent into the foreseeable future. The results of the company are set out in the profit and loss account on page 7. There have been no significant events since the balance sheet date which should be considered for a proper understanding of these statements.

Key performance indicators

The directors monitor the performance of the company through the use of Key Performance Indicators which are related to financial performance, health & safety and client KPI's.

The company is committed to providing a safe environment for its employees. The company monitors performance using the Lost Time Incident Frequency (LTIFR), which is an internationally recognised measure of safety performance. The company's performance against this measure was satisfactory.

Results and dividend

The profit on ordinary activities before taxation was £179,000 (2013: £228,000). The directors do not propose the payment of a dividend for the year (2013: £nil).

Principal risks

The principal risks facing the business, and the controls in place to mitigate these, are as follows:

- Client retention - The single contract will be coming to an end over the next 2-3 years. The company is seeking to retain this client by instigating client retention strategies.
- Attracting and retaining skilled people for delivery and work winning. In order to attract, develop and retain excellent people and become an employer of choice, the company has a wide range of policies and programmes in place.

Directors

The directors serving during the year and subsequently were:

F Huidobro
D Fettes
A Green

Political donations

During the year, the company made no political donations (2013: £nil).

Employees

The majority of employees are based at site on contracts. Communication and consultation within the working teams takes place, as appropriate, as part of the normal pattern of everyday operations. Employees receive regular publications, such as "Spectrum", which provides information on activities throughout the Carillion Group and is published several times a year.

The establishment and maintenance of safe working practices at all work places are of greatest importance to the company and special training in health and safety is provided for all employees. The company is an active and enthusiastic supporter of training schemes of all types and is providing valuable training and experience to a large number of younger people, as well as increasing its own training commitment to full time employees.

Equal opportunities

The company is an equal opportunities employer. It is the policy of the company to give the fullest consideration to the employment needs of all prospective and existing employees. Carillion continually strives to eliminate all bias and unlawful discrimination in relation to job applicants, employees, business partners and members of the public. Full consideration is given to suitable applications for employment from disabled persons where they have the necessary abilities and skills for the position and wherever possible to re-train employees who become disabled, so that they can continue in their employment in another position.

Special attention is given to interviewing, selection, recruitment and training to ensure that there is effective implementation of company policy. Promotion is based upon ability, merit and performance taking into account the future needs of the company. Where necessary, training is carried out to assist employees to develop their full potential. All aspects of employment are regularly reviewed by management to ensure this policy is achieved.

Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information.

Auditor

KPMG Audit Plc resigned as auditor on 4 December 2014 pursuant to section 516 of the Companies Act 2006. On 7 April 2015 the Directors appointed KPMG LLP as auditor of the company to fill the casual vacancy as auditor under section 485(3) of the Companies Act 2006. KPMG LLP has indicated its willingness to continue in office and a resolution to reappoint as auditor will be proposed at the next annual general meeting.

Approved by the Board on

18 September 2015

and signed on its behalf by:



A Green
Director

84 Salop Street
Wolverhampton
WV3 0SR

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).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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

One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH
United Kingdom

Independent auditor's report to the members of Schal International Management Limited

We have audited the financial statements of Schal International Management Limited for the year ended 31 December 2014 set out on pages 7 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report and in not preparing a Strategic Report.

Peter Meehan

(Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

18 September

2015

Profit and loss account
for the year ended 31 December 2014

		2014	2013
	Note	£000	£000
Turnover	<i>1</i>	2,432	2,791
Cost of sales		<u>(2,123)</u>	<u>(2,444)</u>
Gross profit		309	347
Administrative expenses		<u>(225)</u>	<u>(191)</u>
Operating profit		84	156
Interest receivable and similar income	<i>5</i>	95	160
Interest payable and similar charges	<i>6</i>	<u>-</u>	<u>(88)</u>
Profit on ordinary activities before taxation	<i>2</i>	179	228
Taxation on ordinary activities	<i>7</i>	<u>(38)</u>	<u>(56)</u>
Profit for the financial year	<i>12</i>	<u>141</u>	<u>172</u>

All amounts relate to continuing operations.

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year.

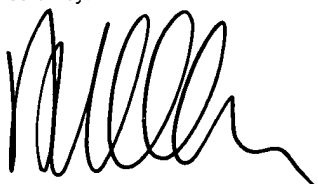
There were no recognised gains or losses in either the current or preceding financial year other than the profit or loss for those years.

The notes on pages 9 to 14 form part of these financial statements.

Balance sheet
at 31 December 2014

	Note	£000	2014 £000	2013 £000
Current assets				
Debtors	8	2,606		5,272
Cash at bank and in hand		318		105
		<u>2,924</u>		<u>5,377</u>
Creditors: amounts falling due within one year	9	(1,851)		(4,445)
Net current assets			<u>1,073</u>	<u>932</u>
Net assets			<u><u>1,073</u></u>	<u><u>932</u></u>
Capital and reserves				
Called up share capital	11		100	100
Profit and loss account	12		973	832
Equity shareholders' funds	13		<u><u>1,073</u></u>	<u><u>932</u></u>

These financial statements were approved by the Board of Directors on 18 September 2015 and were signed on its behalf by:



A Green
Director

Company registered number 2646690

Schal International Management Limited

Notes

(forming part of the financial statements)

1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial information.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' report.

The company participates in the Carillion plc group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The directors, having assessed the responses of the directors of the company's ultimate parent Carillion plc to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Carillion group to continue as a going concern or its ability to continue with the current banking arrangements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Cash flow statement

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

Long-term contracts

When the outcome of a long-term contract can be assessed with reasonable certainty, contract turnover and costs are recognised by reference to the degree of completion of each contract, as measured by the proportion of total costs at the balance sheet date to the estimated total cost of the contract.

Insurance claims, incentive payments, and variations arising from long-term contracts are included where they have been agreed with the client.

The principal estimation technique used by the Group in attributing profit on long-term contracts to a particular period is the preparation of forecasts on a contract by contract basis. These focus on revenues and costs to complete and enable an assessment to be made of the final out-turn of each contract. Consistent contract review procedures are in place in respect of contract forecasting.

When it is probable that total contract costs will exceed total contract turnover the expected loss is recognised immediately. Contract costs are recognised as expenses in the period in which they are incurred.

Where costs incurred plus recognised profits less recognised losses exceed progress billings, the balance is shown as amounts recoverable on contracts within debtors. Where progress billings exceed costs incurred plus recognised profits less recognised losses, the balance is shown as payments received on account within creditors.

Turnover

Turnover represents the net amount receivable, excluding value added tax, for goods and services supplied to all customers including fellow subsidiary undertakings. In respect of long term contracting activities, turnover reflects the value of work executed during the year. It also includes the company's proportion of work carried out by joint arrangements during the year.

All turnover relates to support services and arises in the United Kingdom.

Taxation

The charge for taxation is based on the result for each year and takes into account deferred taxation. Deferred tax assets or liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Liabilities are calculated on a non-discounted full provision basis. Assets are calculated on the same basis, but are recognised only to the extent that it is probable that they will be recovered.

Pensions

Pension costs are recognised in the financial statements in accordance with the requirements of FRS 17 "Retirement benefits". Carillion plc, the company's ultimate parent undertaking, administers and takes advice on the group's pension schemes. Regular pension costs in respect of the group's defined benefit pension schemes are established in accordance with the recommendations of independent actuaries and are charged to the profit and loss account based on the current service cost to the group.

In respect of the 'Staff', 'B' and 'Public Sector' pension schemes, the assets and liabilities of the schemes relating to the company cannot be readily ascertained on a reasonable and consistent basis as the schemes are for the benefit of the Carillion Group as a whole. Consequently, the company accounts for these schemes as if they were defined contribution schemes.

Contributions in respect of defined contribution schemes are charged to the profit and loss account as incurred.

Notes (continued)

2. Profit on ordinary activities before taxation

The audit fee for the year amounting to £5,500 (2013: £6,600) was borne by Carillion Construction Limited, a fellow group subsidiary.

Fees paid to the company's auditor, KPMG LLP and its associates, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

3. Staff numbers and costs

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

	Number of employees	
	2014	2013
Administration	1	1
Project management	5	5
	<u>6</u>	<u>6</u>

The aggregate payroll costs of these persons were as follows:

	2014	2013
	£000	£000
Wages and salaries	346	225
Social security costs	38	23
Other pension costs	49	29
	<u>433</u>	<u>277</u>

4. Directors' remuneration

The directors are employees of Carillion Construction Limited and are remunerated from that company. No recharge is made to this company in respect of these emoluments.

5. Interest receivable and similar income

	2014	2013
	£000	£000
Interest receivable from group undertakings	82	148
Bank interest receivable	13	12
	<u>95</u>	<u>160</u>

Notes (continued)

6. Interest payable and similar charges

	2014 £000	2013 £000
Interest payable to group undertakings	-	88
	<u>-</u>	<u>88</u>

7. Taxation on ordinary activities

(a) Analysis of taxation charge in the year

	2014 £000	2013 £000
UK corporation tax		
Current tax	35	53
Adjustment in respect of prior periods	-	4
Total current taxation	<u>35</u>	<u>57</u>
Deferred taxation		
Accelerated capital allowances	3	-
Adjustment in respect of prior periods	-	(3)
Adjustment in respect of change in rate	-	2
Total deferred taxation	<u>3</u>	<u>(1)</u>
Total taxation on profit on ordinary activities	<u>38</u>	<u>56</u>

(b) Factors affecting the tax charge for the current year

The current year tax charge for the year is lower (2013: higher) than the standard rate of 21.5% (2013: 23.25%). The difference is explained below:

	2014 £000	2013 £000
Current tax reconciliation		
Profit on ordinary activities before taxation	<u>179</u>	<u>228</u>
Tax on profit on ordinary activities at 21.5% (2013: 23.25%)	38	53
Effects of:		
Capital allowances in excess of depreciation	(3)	-
Adjustment in respect of previous periods	-	4
Current tax charge for the year	<u>35</u>	<u>57</u>

(c) Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 December 2014, as disclosed in note 10 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Notes (continued)

8. Debtors

	2014	2013
	£000	£000
Trade debtors	203	207
Amounts owed by group undertakings	2,390	5,049
Deferred tax asset (note 10)	13	16
	<u>2,606</u>	<u>5,272</u>

Amounts owed by group undertakings attract interest at a rate which reflects the cost of borrowing to the Group.

9. Creditors: amounts falling due within one year

	2014	2013
	£000	£000
Trade creditors	1	1
Contract creditors	1	148
Amounts owed to group undertakings	1,776	4,206
Corporation tax	35	53
Other tax and social security costs	34	33
Accruals and deferred income	4	4
	<u>1,851</u>	<u>4,445</u>

Amounts owed to group undertakings bear interest at a rate which reflects the cost of borrowing to the Group.

10. Deferred taxation

	£000
At the beginning of the year	16
Transfer to profit and loss account (see note 7)	(3)
At the end of the year	<u>13</u>

The elements of deferred taxation are as follows:

	2014	2013
	£000	£000
Accelerated capital allowances	<u>13</u>	<u>16</u>

The deferred tax asset at 31 December 2014 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Notes (continued)

11. Called up share capital	2014 £'000	2013 £'000
Allotted, called up and fully paid:		
99,000 ordinary shares of £1 each	99	99
1,000 'B' ordinary shares of £1 each	1	1
	<u>100</u>	<u>100</u>

"A" ordinary and "B" ordinary shares rank equally in respect of voting rights.

12. Reserves	Profit and loss account £000
At beginning of year	832
Profit for the financial year	<u>141</u>
At the end of the year	<u>973</u>

13. Reconciliation of movement in shareholders' funds	2014 £000	2013 £000
Profit for the financial year	<u>141</u>	<u>172</u>
Net increase in equity shareholders' funds	141	172
Equity shareholders' funds at the beginning of the year	932	760
Equity shareholders' funds at the end of the year	<u>1,073</u>	<u>932</u>

Notes (continued)

14. Pensions

The company is a member of three larger group pension schemes, the Carillion Staff Scheme, the Carillion "B" scheme and the Carillion Public Sector Scheme, providing benefits based on final pensionable pay. Details of the schemes' assets and liabilities relating to the company cannot be identified on a consistent and reasonable basis and therefore, as permitted by FRS17 "Retirement Benefits", the schemes have been accounted for, in these financial statements, as if they were defined contribution schemes.

The principal assumptions used by the independent qualified actuary in providing the FRS 17 position were:

	% Per annum	
	2014	2013
Discount Rate	3.40	4.60
Rate of increase in salaries	3.55	3.90
Rate of increase in pensions	2.95	3.30
Inflation rate (RPI)	3.05	3.40
Inflation rate (CPI)	2.00	2.35

An actuarial valuation of the Staff and 'B' schemes was undertaken by the Trustees' independent actuaries as at 31 December 2011 and 2013 using the projected unit credit method. The market value of the schemes' assets as at 31 December 2013 were £612 million and £113 million respectively, which represented approximately 82 per cent and 73 per cent of the benefits that had accrued to members at that date on an ongoing basis, after allowing for future increases in salaries. The next actuarial valuation of the schemes by the Trustees independent actuaries will be undertaken as at 31 December 2016.

An actuarial valuation of the Carillion Public Sector Scheme was undertaken by the Trustees' independent actuaries as at 31 December 2010 using the attained age method. The market value of the schemes' assets at that date was £132 million, which represented approximately 82 per cent of the benefits that had accrued to members at that date on an ongoing basis, after allowing for future increases in salaries. The next actuarial valuation as at 31 December 2013 is currently being finalised.

Regular ongoing contributions are no longer payable following the closure of the Staff and 'B' schemes to future accrual on 5 April 2009. Payments representing 33.8 per cent of pensionable salaries will be paid into the Carillion Public Sector Scheme in 2015.

At the 31 December 2014 the Carillion Staff, the Carillion "B" and the Carillion Public Sector Scheme had net deficits on an FRS 17 basis of £103.7 million, £25.4 million and £22.1 million respectively (2013: £56.7 million, £19.3 million and £21.3 million) net of deferred taxation.

The company is a member of one of the group's defined contribution schemes. During the year contributions of £49,000 (2013: £27,000) were made to the scheme. Contributions outstanding at 31 December 2014 were £nil (2013: £nil).

15. Related party transactions

As a wholly-owned subsidiary of Carillion plc, the company has taken advantage of the exemption under FRS 8: "Related party disclosures" not to provide information on related party transactions with other undertakings within the Carillion Group. Note 16 gives details of how to obtain a copy of the published financial statements of Carillion plc.

16. Controlling and parent companies

The company's controlling company is Carillion plc, its ultimate parent company, which is incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from 84 Salop Street, Wolverhampton, WV3 0SR.