

Company Registration No. SC09743

Bandt Limited

Report and Financial Statements

31 December 2009



Bandt Limited

Annual report and financial statements 2009

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Bandt Limited

Annual report and financial statements 2009

Officers and professional advisers

Directors

A M Ringrose
T C Jones

Secretary

T Bradbury

Registered office

35 North Canal Bank Street
Glasgow
G4 9XQ

Auditors

Deloitte LLP
Chartered Accountants
London

Bandt Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2009. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Principal activity

The Company is a wholly-owned subsidiary of Interserve Group Holdings Limited. The principal activity of the Company is that of an investment holding company. The principal subsidiary undertakings affecting the profits or net assets of the Company in the year are listed in note 6 to the financial statements.

There has been no significant change in the Company's principal activity in the year under review. The directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the next financial year.

As shown in the profit and loss account on page 7, the profit from ordinary activities before taxation was £6,303,000 (2008: profit of £3,500,000). An interim dividend of £6,000,000 (2008: £3,500,000) was paid during the period under review. The directors do not recommend payment of a final dividend (2008: £nil).

There have been no significant events since the balance sheet date.

Directors and their interests

The following have been directors throughout the year:

A M Ringrose
T C Jones

Directors' indemnities

Interserve Plc has made qualifying third party indemnity provisions for the benefit of Messrs Ringrose and Jones that were in force throughout the year and remain in force at the date of this report.

Going concern basis

Interserve Plc, the Company's ultimate parent company has confirmed that if any of the group companies demand repayment of their loans made to the Company, Interserve Plc will discharge that liability directly to the extent that the Company is unable to do so.

After making enquiries, the directors have formed a judgement, at the time of approving these financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Bandt Limited

Directors' report (continued)

Statement on information to auditors

Each person who is a director at the date of approval of this report confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

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



T Bradbury
Secretary

27 May 2010

Bandt Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting 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 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.

Independent auditors' report to the members of Bandt Limited

We have audited the financial statements of Bandt Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 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 explained more fully in the Statement of directors' responsibilities, 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 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

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 2009 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom 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.

Independent auditors' report to the members of Bandt Limited (continued)

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.



Stephen Griggs (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom

27 May 2010

Bandt Limited

Profit and loss account Year ended 31 December 2009

	Notes	2009 £'000	2008 £'000
Administrative expenses		(297)	(40)
Operating loss		(297)	(40)
Income from fixed asset investments	3	6,600	3,540
Profit on ordinary activities before taxation		6,303	3,500
Tax (charge)/ credit on profit on ordinary activities	4	(11)	11
Profit on ordinary activities after taxation		6,292	3,511

All activities are derived from continuing operations.

A statement of total recognised gains and losses is not presented as there have been no recognised gains or losses other than the profit for the year and for the preceding year set out above.

Bandt Limited

Balance sheet 31 December 2009

	Notes	2009 £'000	2008 £'000
Fixed assets			
Investments	6	64,573	64,664
Current assets			
Debtors: Due within one year	7	9	8
Due after one year	7	41,002	34,402
Cash at bank and in hand		1,794	1,792
		42,805	36,202
Creditors: amounts falling due within one year	8	(52,988)	(46,768)
Net current liabilities		(10,183)	(10,566)
Net assets		54,390	54,098
Capital and reserves			
Called up share capital	9	7,071	7,071
Share premium account	10	178	178
Capital redemption reserve	10	70	70
Other reserve	10	46,767	46,767
Profit and loss account	10	304	12
Shareholders' funds	11	54,390	54,098

These financial statements were approved by the Board of Directors on 27 May 2010.

Signed on behalf of the Board of Directors

Tim Jones

T C Jones

Director

Company number: SC09743

Bandt Limited

Notes to the accounts Year ended 31 December 2009

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below.

In accordance with the provisions of Section 400 of the Companies Act 2006 the Company is exempt from the obligation to prepare and deliver group accounts as the Company is included in the audited consolidated accounts of its ultimate parent undertaking, Interserve Plc, which is registered in England and Wales. Accordingly these financial statements present information about the Company as an individual undertaking and not as a group.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

Interserve Plc, the Company's ultimate parent company has confirmed that if any of the group companies demand repayment of their loans made to the Company, Interserve Plc will discharge that liability directly to the extent that the Company is unable to do so.

The directors have made enquiries and have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Cash flow statement

The Company has taken advantage of the Financial Reporting Standard No. 1 (revised) exemption for wholly-owned subsidiaries included in group financial statements not to prepare a cash flow statement.

Investments

Investments are stated at cost less provision for any impairment in value.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which 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 the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries or associates where there is no commitment to remit these earnings. 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.

2. Audit fees and employee costs

The audit fee of £1,000 (2008: £1,000) for the current and preceding year was borne by the ultimate parent company.

There were no employees during the year (2008: none). None of the directors received any remuneration for their services to the Company during the year (2008: £nil).

Bandt Limited

Notes to the accounts (continued) Year ended 31 December 2009

3. Income from fixed asset investments

	2009 £'000	2008 £'000
Dividends received from subsidiary undertakings	6,600	3,540

4. Tax on profit on ordinary activities

	2009 £'000	2008 £'000
Current UK corporation tax (charge)/credit at 28% (2008: 28.5%)	(11)	11

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2009 £'000	2008 £'000
Profit on ordinary activities before taxation	6,303	3,500
Tax on profit on ordinary activities at standard UK corporation tax rate of 28% (2008: 28.5%)	(1,765)	(998)
Dividend income not taxable	1,848	1,009
Investment write offs and provisions	(83)	-
Prior year adjustment	(11)	-
Current tax (charge)/ credit for the period	(11)	11

5. Dividends paid

	2009 £'000	2008 £'000
Interim dividend paid	6,000	3,500

Bandt Limited

Notes to the accounts (continued) Year ended 31 December 2009

6. Investments in subsidiary undertakings

	Shares £'000	Provisions £'000	Total £'000	Loans £'000	Total £'000
Cost and net book value:					
At 1 January 2009	42,823	(26,207)	16,616	48,048	64,664
Additions	206	(297)	(91)	-	(91)
Disposals	(15,224)	15,224	-	-	-
At 31 December 2009	<u>27,805</u>	<u>(11,280)</u>	<u>16,525</u>	<u>48,048</u>	<u>64,573</u>

The principal subsidiary undertakings are set out below. None of the shares held relate to a listed investment. The subsidiary undertakings are wholly-owned and incorporated in Great Britain. Shareholdings in companies marked * are indirectly held.

Name of subsidiary	Principal activity
Bandt Properties Limited*	Property holding company
Bandt Holdings Limited	Investment holding company
Interserve Industrial Services Limited*	Industrial support services
RMD Kwikform Limited*	Equipment hire and sales
West's Group International Limited	Investment holding company
Kwikform Holdings Limited	Investment holding company

In the opinion of the directors the aggregate value of the shares in and amounts owing from the Company's subsidiary undertakings is not less than the total amount at which they are stated in the balance sheet.

The following dormant subsidiaries have been liquidated and recorded in 'Disposals':

Morris Warden (Valves & Fittings) Ltd
System Supplies and Services Ltd

7. Debtors

	2009 £'000	2008 £'000
Amounts falling due within one year:		
Corporation Tax	-	8
Other Debtors	9	-
	<u>9</u>	<u>8</u>
Amounts falling due after more than one year:		
Amounts owed by Group undertakings	<u>41,002</u>	<u>34,402</u>

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Notes to the accounts (continued) Year ended 31 December 2009

8. Creditors: amounts falling due within one year

	2009 £'000	2008 £'000
Amounts owed to Group companies	52,977	46,764
Other creditors	11	4
	<u>52,988</u>	<u>46,768</u>

9. Called up share capital

	2009 £'000	2008 £'000
Authorised:		
190,000,000 ordinary shares of 5p each	<u>9,500</u>	<u>9,500</u>
Called up, allotted and fully paid:		
141,411,171 ordinary shares of 5p each	<u>7,071</u>	<u>7,071</u>

10. Shareholders' funds and movements in reserves

	Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Other reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2009	7,071	178	70	46,767	12	54,098
Profit for the year	-	-	-	-	6,292	6,292
Interim dividend paid	-	-	-	-	(6,000)	(6,000)
At 31 December 2009	<u>7,071</u>	<u>178</u>	<u>70</u>	<u>46,767</u>	<u>304</u>	<u>54,390</u>

11. Reconciliation of movement in shareholders' funds

	2009 £'000	2008 £'000
Profit for the financial year attributable to the members of Bandt Limited	6,292	3,511
Net dividends paid (note 5)	<u>(6,000)</u>	<u>(3,500)</u>
Addition to shareholders' funds	292	11
Opening shareholders' funds	<u>54,098</u>	<u>54,087</u>
Closing shareholders' funds	<u>54,390</u>	<u>54,098</u>

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Notes to the accounts (continued) **Year ended 31 December 2009**

12. Contingent liabilities

In the ordinary course of business of the Company, the Company has given guarantees covering bank overdrafts to its fellow subsidiary undertakings. At 31 December 2009 these amounted to £1,794,000 (2008: £1,792,000).

13. Ultimate parent undertaking and related party transactions

The Company's immediate parent company is Interserve Group Holdings Ltd, a company registered in England and Wales. The Company's ultimate parent company and controlling party, and parent company of the largest and smallest group which includes the Company and for which group financial statements are prepared, is Interserve Plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the Group financial statements of Interserve Plc are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The Company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" not to report transactions with other wholly owned Group companies.