

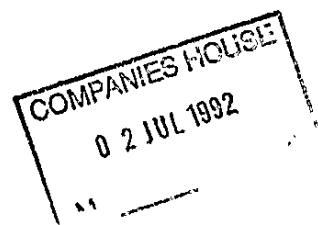
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Sc 108468

MEDIGUARD SERVICES SCOTLAND LIMITED

DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS

for the 52 weeks ended  
3 November 1991



Sc 108468

Company Number 108468

**DIRECTORS' REPORT**  
for the 52 weeks ended 3 November 1991**FINANCIAL STATEMENTS**

The directors present their annual report and the financial statements for the 52 weeks ended 3 November 1991.

**PRINCIPAL ACTIVITY**

The company's principal activity is the provision of cleaning and portering services.

The trade and activities of the company transferred to Mediguard Services Limited on 4 November 1991 and the company ceased to trade.

**TRADING RESULTS AND DIVIDENDS**

The profit on ordinary activities before taxation for the 52 weeks amounted to £294,185 (1990: £201,936).

The directors recommend payment of a dividend for the 52 weeks of £197,381 (1990: £131,259).

**DIRECTORS AND THEIR INTERESTS**

The directors who have held office during the year are as shown below:

A V Dench	(resigned 26 November 1991)
G M Bane	
D M MacKenzie	(resigned 20 January 1992)
M R Williamson	(appointed 9 September 1991)
J C F Wilde	(appointed 26 November 1991)
I R Pugh	(appointed 20 January 1992)

The directors have no interests in the share capital of the company.

The interests of the directors (who are not directors of the holding company) in the shares of the holding company are as follows:

	3 November 1991			4 November 1990 or date of appointment		
	Ordinary shares	Option schemes Employee	Executive	Ordinary shares	Option schemes Employee	Executive
A V Dench	-	15,000	22,500	-	30,000	5,000
G M Bane	6,944	12,500	7,500	6,944	20,000	5,000
M R Williamson	-	5,000	5,000	-	5,000	5,000

The Employee options were granted under the Securiguard Group Employee Share Option Scheme and are ordinarily exercisable between 1992 and 2000.

The Executive options were granted under the Securiguard Executive Performance Share Option Scheme and are ordinarily exercisable between 1994 and 1999.

**DIRECTORS' REPORT**  
for the 52 weeks ended 3 November 1991 (continued)

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**TANGIBLE FIXED ASSETS**

Details of the movements in tangible fixed assets are shown in note 8 to the financial statements.

**EMPLOYMENT POLICY**

The company places emphasis on employee involvement and the holding company has established a Group Employee Share Option Scheme. The group considers that employee share ownership should continue to be an important feature of employee participation. Regular meetings and consultations are held with employees to provide them with information concerning their employment. The company has a continuing policy of giving the disabled consideration for job vacancies for which they offer themselves as suitable applicants and has regard to their particular aptitudes and abilities.

**AUDITORS**

In accordance with Section 384 of the Companies Act 1985, a resolution proposing that BDO Binder Hamlyn be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 24<sup>th</sup> MARCH 1992

*M. Williamson*

Secretary

Barclay Curle House  
739 South Street  
Glasgow  
G14 0AL

**AUDITORS' REPORT**  
to the members of Mediguard Services Scotland Limited

We have audited the financial statements on pages 4 to 10 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 3 November 1991 and of its profit and source and application of funds for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*BDO Binder Hamlyn*

Chartered Accountants  
Registered Auditor

*22th June 1992*

MEDIGUARD SERVICES SCOTLAND LIMITED

4

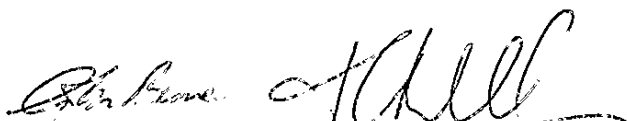
PROFIT AND LOSS ACCOUNT  
for the 52 weeks ended 3 November 1991

	Notes	1991 £	1990 £
Turnover	2	5,145,615	4,265,791
Cost of sales		(4,233,540)	(3,361,595)
Gross profit		<u>912,075</u>	<u>904,196</u>
Administrative expenses		<u>(611,485)</u>	<u>(695,902)</u>
Operating profit		300,590	208,294
Interest payable	4	<u>(6,405)</u>	<u>(6,358)</u>
Profit on ordinary activities before taxation	3	294,185	201,936
Tax on profit on ordinary activities	6	<u>(96,804)</u>	<u>(70,677)</u>
Profit on ordinary activities after taxation		197,381	131,259
Dividend	7	<u>(197,381)</u>	<u>(131,259)</u>
Retained profit for the year		<u>£</u>	<u>£-</u>

BALANCE SHEET  
as at 3 November 1991

	Notes	1991 £	1990 £
<b>FIXED ASSETS</b>			
Tangible assets	8	158,932	201,316
<b>CURRENT ASSETS</b>			
Stocks	9	27,975	16,991
Debtors	10	999,203	895,376
Cash at bank and in hand		317,869	226,630
		<u>1,345,047</u>	<u>1,138,997</u>
CREDITORS: amounts falling due within one year	11	(1,501,080)	(1,323,780)
		<u>(156,033)</u>	<u>(184,783)</u>
Net Current Liabilities			
		2,899	16,533
Total Assets less Current Liabilities			
CREDITORS: amounts falling due after more than one year	12	-	(8,840)
<b>PROVISION FOR LIABILITIES AND CHARGES</b>			
Deferred taxation	13	(1,899)	(6,693)
		<u>£1,000</u>	<u>£1,000</u>
Net Assets			
<b>CAPITAL AND RESERVES</b>			
Called up share capital	14	1,000	1,000
Profit and loss account		-	-
		<u>£1,000</u>	<u>£1,000</u>

The financial statements on pages 4 to 10 were approved by the board on 24<sup>th</sup> MARCH 1992

  
Director

MEDIGUARD SERVICES SCOTLAND LIMITED

6

STATEMENT OF SOURCE AND APPLICATION OF FUNDS  
for the 52 weeks ended 3 November 1991

	1991 £	1990 £
SOURCE OF FUNDS		
Profit on ordinary activities before taxation	294,185	201,936
Adjustment for item not involving the use of funds		
Depreciation	59,464	58,949
Loss on sale of fixed assets	4,502	-
Funds generated from operations	358,151	260,885
Funds from other sources		
Disposal of fixed assets	4,733	-
APPLICATION OF FUNDS		
Purchase of tangible fixed assets	(26,315)	(92,144)
Dividend paid	(131,259)	(84,414)
Increase in working capital	(114,071)	(27,750)
Increase in net liquid funds	<u>£91,239</u>	<u>£56,577</u>
MOVEMENT IN WORKING CAPITAL		
Stocks	10,984	(12,195)
Debtors	103,327	632,846
Creditors, excluding taxation and dividends	(740)	(592,901)
	<u>£114,071</u>	<u>£27,750</u>

NOTES TO THE FINANCIAL STATEMENTS  
for the 52 weeks ended 3 November 1991

1. ACCOUNTING POLICIES

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

- (a) The financial statements have been prepared under the historical cost convention.
- (b) Depreciation is charged at the following rates to write off the cost of fixed assets over their useful lives.
 

Fixtures, fittings and equipment	-	15 - 20% straight line
Motor vehicles	-	25% reducing balance
Computer	-	25% straight line
- (c) Assets acquired under hire purchase agreements are included in tangible assets at cost and depreciation is provided in accordance with the accounting policy. Interest is charged evenly over the term of agreement and the capital element of the future payments is included in creditors.
- (d) Stocks are valued at the lower of cost and net realisable value.
- (e) Provision is made for deferred taxation to the extent that a liability is expected to arise in the foreseeable future.
- (f) The financial statements have been prepared in accordance with applicable accounting standards.

2. TURNOVER

Turnover represents the invoiced amount of services provided in respect of cleaning and portage.

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION is stated after charging:	1991 £	1990 £
Depreciation	59,464	58,949
Auditors' remuneration	7,000	6,500
Hire - plant and machinery	9,367	6,241
- land and buildings	9,564	-
	<u>75,395</u>	<u>71,690</u>
4. INTEREST PAYABLE		
Hire purchase interest	<u>£6,405</u>	<u>£6,358</u>



NOTES TO THE FINANCIAL STATEMENTS  
for the 52 weeks ended 3 November 1991 (continued)

5. DIRECTORS AND EMPLOYEES	1991 £	1990 £
(a) Directors emoluments comprise:		
Management remuneration	15,431	-
Pension contributions	700	-
	<u>£16,131</u>	<u>£-</u>
Directors' remuneration excluding pension contributions was as follows:		
Highest paid director	<u>£15,431</u>	<u>£-</u>
Directors' remuneration including those above fell within the following ranges:		
	Number	Number
£0 - £5,000	3	4
£15,001 - £20,000	<u>1</u>	<u>-</u>
(b) Employees:		
The average weekly number of employees during the 52 weeks was as follows:		
Operations	867	781
Administration	<u>7</u>	<u>9</u>
	<u>874</u>	<u>790</u>
Staff costs:	£	£
Wages and salaries	4,026,776	3,288,942
Social security costs	259,945	212,196
Pension	<u>19,488</u>	<u>12,231</u>
	<u>£4,306,209</u>	<u>£3,513,369</u>
6. TAXATION		
The taxation charge is based on the profit for the year and comprises:		
Corporation tax at 33.42% (1990 - 35%)		
- current year	102,785	70,765
- prior year	(1,197)	-
Deferred taxation	<u>(4,794)</u>	<u>(88)</u>
	<u>£96,804</u>	<u>£70,677</u>

NOTES TO THE FINANCIAL STATEMENTS  
for the 52 weeks ended 3 November 1991 (continued)

7.	DIVIDENDS	1991	1990
	Proposed	<u>£197,381</u>	<u>£131,259</u>
8.	TANGIBLE FIXED ASSETS		
		Equipment, fixtures and fittings £	Motor vehicles £
			Total £
	Cost:		
	5 November 1990	172,287	119,185
	Additions: - group	5,985	13,978
	- 3rd party	7,357	7,250
	Disposals: - group		
	- 3rd party	-	(14,440)
	3 November 1991	<u>185,629</u>	<u>125,973</u>
	Depreciation		
	5 November 1990	57,954	32,202
	Group company transfers	1,287	6,968
	Provision for the year	35,456	24,008
	Disposals: - group		
	- 3rd party	-	(5,205)
	3 November 1991	<u>94,697</u>	<u>57,973</u>
	Net book value		
	3 November 1991	<u>£90,932</u>	<u>£68,000</u>
	4 November 1990	<u>£114,333</u>	<u>£86,983</u>

The net book value of motor vehicles acquired under hire purchase agreements included in the above is £46,171 (1990: £72,134). Depreciation charged in the year on these assets was £15,390 (1990: £20,153).

9. STOCKS

Stocks consist of consumables.

10.	DEBTORS	1991 £	1990 £
	Trade debtors	726,370	822,057
	Amounts owed by group companies	271,347	65,143
	Prepayments and accrued income	1,486	8,176
		<u>£999,203</u>	<u>£895,376</u>

NOTES TO THE FINANCIAL STATEMENTS  
for the 52 weeks ended 3 November 1991 (continued)

11.	CREDITORS: amounts falling due within one year	1991 £	1990 £		
	Trade creditors	38,319	27,676		
	Hire purchase creditors	8,839	37,025		
	Amounts owed to group companies	116,835	308,796		
	Other creditors	143,791	119,481		
	Corporation tax	211,035	109,437		
	Other taxes and social security	548,689	366,694		
	Proposed dividend	197,381	131,259		
	Accruals and deferred income	236,191	223,412		
		<u>£1,501,080</u>	<u>£1,323,780</u>		
12.	CREDITORS: amounts falling due after more than one year				
	Hire purchase creditors	<u>£Nil</u>	<u>£8,840</u>		
13.	DEFERRED TAXATION				
	Deferred taxation provided in the financial statements and the total potential liability including the amounts for which provision has been made are as follows:				
		1991	1990		
		Potential	Provided	Potential	Provided
	Accelerated capital allowances	<u>£1,899</u>	<u>£1,899</u>	<u>£6,693</u>	<u>£6,693</u>
14.	SHARE CAPITAL				
				Authorised	Allotted and fully paid
	At 3 November 1991 and 4 November 1990				
	Ordinary shares of £1 each			<u>£1,000</u>	<u>£1,000</u>
15.	CONTINGENT LIABILITIES				
	The company is party to a composite cross guarantee entered into by all group companies whose total borrowings are £14,430,000 (1990: £15,366,000) and hire purchase liabilities are £903,300 (1990: £1,833,000).				
16.	FINANCIAL COMMITMENTS		1991		1990
	a) Capital commitments		<u>£-</u>		<u>£-</u>
	b) Commitments under operating leases				
	Commitments for leasehold premises which expire in over five years		<u>£13,900</u>		<u>£-</u>
16.	ULTIMATE PARENT COMPANY				
	The directors regard Securiguard Group plc, a company registered in England and Wales, as the ultimate parent company.				