Registered number: 05858178

# **COMMERCIAL SERVICES TRADING LIMITED**

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015



#### **COMPANY INFORMATION**

**DIRECTORS** 

C McCoy Esq (appointed 10 June 2014)

S G Heywood Esq R J F Martin Esq Mrs K M Short

G P C Parsons Esq (resigned 28 April 2015) J D Burr Esq (appointed 26 February 2015) R L Pimenta Esq (appointed 26 February 2015) Ms N Major (appointed 26 February 2015) Mrs E L Mitchell (appointed 22 October 2015) J Evans Esq (appointed 22 October 2015)

**COMPANY SECRETARY** 

Mrs K M Short.

**REGISTERED NUMBER** 

05858178

**REGISTERED OFFICE** 

1 Abbey Wood Road

Kings Hill West Malling Kent ME19 4YT

**INDEPENDENT AUDITORS** 

Barnes Roffe LLP

Chartered Accountants & Statutory Auditor

Charles Lake House Claire Causeway

Crossways Business Park

Dartford Kent DA2 6QA

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#### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

#### INTRODUCTION

The directors present their strategic report accompanying the financial statements for the year ended 31 March 2015.

#### **BUSINESS REVIEW**

The directors note that the company traded at a satisfactory level during the 2014-15 year.

Trade levels continue to be satisfactory and a similar performance is expected for 2015/16.

#### PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and execution of the company's strategy are subject to current economic uncertainty caused by the underlying economic environment and the impact of austerity measures on our customers.

Failure to compete in terms of price and customer service in increasingly competitive local markets could adversely affect the company's financial results.

Also failure to protect the company's reputation and brand could lead to a loss of trust and confidence and a decline in our customer base.

# FINANCIAL KEY PERFORMANCE INDICATORS

The company tracks financial performance indicators based on the consolidated results of the group. No other key performance indicators would benefit any reader of the accounts.

This report was approved by the board on

Director

17/12/15

and signed on its behalf.

#### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and the financial statements for the year ended 31 March 2015.

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the strategic report, 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 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;
- 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.

# PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review include fleet procurement, landscape services, engineering, recruitment, energy supply, and venue hire.

#### **DIRECTORS**

The directors who served during the year were:

C McCoy Esq (appointed 10 June 2014)
S G Heywood Esq
R J F Martin Esq
Mrs K M Short
G P C Parsons Esq (resigned 28 April 2015)
J D Burr Esq (appointed 26 February 2015)
R L Pimenta Esq (appointed 26 February 2015)
Ms N Major (appointed 26 February 2015)

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

#### **FUTURE DEVELOPMENTS**

Commercial Services Trading Limited is part of a diversified portfolio of businesses delivering a range of services with long-term underlying growth prospects and some niche services to support the shareholder. This includes quality brands our customers recognise as leaders in their markets. The business group is managed by a corporate centre, which sets the strategic direction of the group continually seeking opportunities to improve growth and drive returns in a manner consistent with the group's heritage of committed service to its customers, whilst promoting a culture of responsibility and integrity across the business.

The group aims to deliver shareholder value by:

- Delivering organic sales growth through new services that complement the group's portfolio and expansion into new high growth markets.
- Enhancing margins through operational efficiencies.
- Managing operations and working capital proficiently to generate strong cash-flows.
- Improving productivity through investment in technology and training.

#### **DISCLOSURE OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

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

This report was approved by the board on

17/12/15

and signed on its behalf.

Mrs K M Short Director

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF COMMERCIAL SERVICES TRADING LIMITED

We have audited the financial statements of Commercial Services Trading Limited for the year ended 31 March 2015, set out on pages 6 to 16. 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 directors' responsibilities statement, 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 an 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

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. In addition, we read all the financial and non-financial information in the strategic report and the directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **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 March 2015 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 strategic report and 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 SHAREHOLDERS OF COMMERCIAL SERVICES TRADING LIMITED

# 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.



Mario Cientanni (senior statutory auditor) for and on behalf of Barnes Roffe LLP Chartered Accountants Statutory Auditor Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

Date: 21 - AGGANER - 2015.

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2015

•	Note	2015 £	2014 £
TURNOVER	1,2		
Continuing operations		19,057,516	1,613,948
Acquisitions		-	18,867,393
		19,057,516	20,481,341
Discontinued operations		-	250,974
		19,057,516	20,732,315
Cost of sales	4	(14,386,447)	(16,625,154)
GROSS PROFIT	•	4,671,069	4,107,161
Administrative expenses	4	(5,364,282)	(5,169,228)
Other operating income	3	1,035,274	1,242,890
OPERATING PROFIT	5		
Continuing operations		342,061	18,418
Acquisitions		-	658,355
Discontinued operations		-	(495,950)
	,	342,061	180,823
Interest receivable and similar income		6,369	5,234
Interest payable and similar charges	7	(100,917)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		247,513	. 186,057
Tax on profit on ordinary activities	8	(11,295)	(56,175)
PROFIT FOR THE FINANCIAL YEAR	16	236,218	129,882

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

The notes on pages 8 to 16 form part of these financial statements.

# **COMMERCIAL SERVICES TRADING LIMITED REGISTERED NUMBER: 05858178**

# **BALANCE SHEET AS AT 31 MARCH 2015**

	2015			20	14
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	9		4,175,114		4,131,182
CURRENT ASSETS					
Stocks	10	222,882		271,546	
Debtors	11	6,510,398		7,908,434	,
Cash at bank and in hand	٠	1,509,376		418,145	
		8,242,656		8,598,125	
<b>CREDITORS:</b> amounts falling due within one year	12	(5,581,990)		(4,806,189)	
NET CURRENT ASSETS			2,660,666		3,791,936
TOTAL ASSETS LESS CURRENT LIABILI	TIES		6,835,780		7,923,118
CREDITORS: amounts falling due after more than one year	13		(4,500,000)		(5,834,851)
PROVISIONS FOR LIABILITIES					
Deferred Tax	14		(145,089)		(133,794)
NET ASSETS			2,190,691	:	1,954,473
CAPITAL AND RESERVES					
Called up share capital	15		1,000,002		1,000,002
Profit and loss account	· 16		1,190,689	`.	954,471
SHAREHOLDERS' FUNDS	17		2,190,691		1,954,473

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

S G Heywood Esq

Director

J D Burr Esq Director

The notes on pages 8 to 16 form part of these financial statements.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

#### 1. ACCOUNTING POLICIES

#### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

#### 1.2 CASH FLOW

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

# 1.3 TURNOVER

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

#### 1.4 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost of those assets, less their estimated residual value, over their expected useful lives on the following bases:

L/Term Leasehold Property Plant & Machinery Fixtures & Fittings Office Equipment Straight line over 50 years
Straight line over 5 years
Straight line over 10 years
Straight line over 5 years

#### 1.5 OPERATING LEASES

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

#### 1.6 STOCK AND WORK-IN-PROGRESS

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs.

#### 1.7 DEFERRED TAXATION

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation. A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are calculated at the current tax rates.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 1. ACCOUNTING POLICIES (continued)

#### 1.8 PENSIONS

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

#### 2. TURNOVER

An analysis of turnover by class of business is as follows:

	•	2015 £	2014 £
Landscape services		6,328,815	7,364,840
Vehicle rental		5,339,281	9,133,607
Recruitment services		4,062,095	1,211,626
Engineering		2,352,747	2,503,861
Other		974,578	518,381
	•	19,057,516	20,732,315

All turnover arose within the United Kingdom.

The whole of the turnover and profit before taxation from continuing activities is attributable to the principal activities of the company.

#### 3. OTHER OPERATING INCOME

	· :		2015 £	2014 £
Rent received Service charge received		· ,	482,116 553,158	515,569 727,321
		•	1,035,274	1,242,890

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 4. ANALYSIS OF OPERATING PROFIT

	2015		20	14
	Continuing £	Discontinued £	Continuing £	Discontinued £
Turnover	19,057,516	-	20,481,341	250,974
Cost of sales	(14,386,447)	-	(16,377,688)	(247,466)
Gross profit	4,671,069		4,103,653	3,508
Administrative expenses	(5,364,282)	-	(4,669,770)	(499,458)
Other operating income	1,035,274	-	1,242,890	-
	342,061	-	676,773	(495,950)

The following amounts were included within continuing activities in relation to acquisitions during the year:

		2015 £	2014 £
Turnover Cost of sales			18,867,393 (14,069,704)
Gross profit Administrative expenses Other operating income	. : ·		4,797,689 (5,310,691) 1,171,357
Operating profit			658,355

# 5. OPERATING PROFIT

The operating profit is stated after charging:

		2015 £	2014 £
Depreciation of tangible fixed assets:	•		
- owned by the company		186,327	138,997
Auditors' remuneration		12,500	12,000
Operating lease rentals:		•	•
- other operating leases		858,869	497,891
· -			

During the year, no director received any emoluments (2014 - £NIL).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

6.	STAFF COSTS	÷			
	Staff costs were as follow	ws:			
		•		2015 £	2014 £
	Wages and salaries Social security costs Other pension costs			1,854,862 167,906 71,590	2,025,103 169,016 160,405
			٠	2,094,358	2,354,524
	The average monthly nu	mber of employees, includ	ing the directors, c	during the year was as	s follows:
	•			2015 No.	2014 No.
	Landscape services Engineering Administration			41 5 6	41 2 6
•	Recruitment Other		·	15 15	14 15
			•	82	78
7.	INTEREST PAYABLE				
	On other loans		19 25 30 30 30	2015 £ 100,917	2014 £ -
	* * * * * * * * * * * * * * * * * * *		•		
8.	TAXATION		•	•	
			•	2015 £	2014 £
	ANALYSIS OF TAX CH	ARGE IN THE YEAR			
	<b>DEFERRED TAX</b> (see no Origination and reversal	•		11,295	56,175
	TAX ON PROFIT ON OF	RDINARY ACTIVITIES		11,295	56,175

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 8. TAXATION (continued)

# FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20% (2014 - 20%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	247,513	186,057
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2014 - 20%)	49,503	37,211
EFFECTS OF:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment Capital allowances for year in excess of depreciation Group loss relief	(4,372) (22,763) (22,368)	25,115 (48,881) (13,445)
CURRENT TAX CHARGE FOR THE YEAR (see note above)	-	

# **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

There were no factors that may affect future tax charges.

#### 9. TANGIBLE FIXED ASSETS

	Leasehold property £	Plant & Machinery £	Fixtures & Fittings £	Office Equipment £	Total £
COST			. ;		
At 1 April 2014 Additions	2,408,097 98,892	- 72,398	1,843,346 9,810	27,632 52,179	4,279,075 233,279
Disposals	-	-	(3,417)	52,179	(3,417)
At 31 March 2015	2,506,989	72,398	1,849,739	79,811	4,508,937
DEPRECIATION					
At 1 April 2014 Charge for the year On disposals	64,132 54,463 -	2,686 -	82,051 112,552 (397)	1,710 16,626 -	147,893 186,327 (397)
At 31 March 2015	118,595	2,686	194,206	18,336	333,823
NET BOOK VALUE					
At 31 March 2015	2,388,394	69,712	1,655,533	61,475	4,175,114
At 31 March 2014	2,343,965	-	1,761,295	25,922	4,131,182

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

# 9. TANGIBLE FIXED ASSETS (continued)

Included in leasehold property is land amounting to £592,632 (2014: £592,632) which is not depreciated.

	moraded in leasened property is land amounting to 2002,002 (2014. 20	, o _ , o o _ , will lo	not dopreolated.
10.	STOCKS		
		2015 £	2014 £
	Stock and work-in-progress	222,882	271,546
11.	DEBTORS		
		2015 £	2014 £
	Trade debtors	2,316,320	4,322,010
	Amounts owed by group undertakings	932,933	978,695
	Other debtors, accrued income and prepayments	3,261,145	2,607,729
		6,510,398	7,908,434
•			•
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		· , ·
		2015 £	2014 £
	Trade creditors	. 1,320,688	. 1,137,173
	Amounts owed to group undertakings	925,113	
	Other taxation and social security	40,110	390,457
	Other creditors, accruals and deferred income	3,296,079	3,278,559
		5,581,990	4,806,189
	:		
13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	AMOUNTS FALLING DUE AFTER MORE THAN ONE TEAR	2015 £	2014 £
	Other creditors	1,500,000	~ 2,834,851
	Share capital treated as debt (Note 15)	3,000,000	3,000,000
		4,500,000	5,834,851

Disclosure of the terms and conditions attached to the non-equity shares is made in note 15.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

14.	DEFERRED TAXATION		
		2015 £	2014 £
	At beginning of year Charge for year (P&L)	133,794 11,295	77,619 56,175
	At end of year	145,089	133,794
	The provision for deferred taxation is made up as follows:		
		2015 £	2014 £
	Accelerated capital allowances Short term timing differences	159,468 (14,379)	133,794 -
		145,089	133,794
15.	SHARE CAPITAL		·
		2015 £	2014 £
	SHARES CLASSIFIED AS CAPITAL		
	ALLOTTED, CALLED UP AND FULLY PAID		
	1,000,002 Ordinary shares of £1 each	1,000,002	1,000,002
	SHARES CLASSIFIED AS DEBT		,
	ALLOTTED, CALLED UP AND FULLY PAID		,
	3,000,000 Redeemable shares of £1 each	3,000,000	3,000,000

There are two classes of redeemable shares in issue, both classes entitle the holder to one vote in any circumstance. The Redeemable shares of £1,000,000 and Redeemable 2017 shares of £2,000,000 can be redeemed at the option of the company or the shareholder at any time after 1 April 2016 and 1 April 2017 respectively. No premium is payable upon redemption.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

#### 16. RESERVES

	Profit and loss account £
At 1 April 2014 Profit for the financial year	954,471 236,218
At 31 March 2015	1,190,689

# 17. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

<i>₹</i>	2015 £	2014 £
Opening shareholders' funds Profit for the financial year	1,954,473 236,218	1,824,591 129,882
Closing shareholders' funds	2,190,691	1,954,473

#### 18. PENSION COMMITMENTS

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £71,590 (2014 - £160,405). Contributions totalling £7,380 (2014 - £Nil) were payable to the fund at the balance sheet date and are included in creditors.

# 19. OPERATING LEASE COMMITMENTS

At 31 March 2015 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2015	2014	2015	2014
	£	£	£	£
EXPIRY DATE:				
Within 1 year	-	-	415,986	641,947
Between 2 and 5 years	-	-	2,049,462	2,100,923
After more than 5 years	757,350	757,350		

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

#### 20. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption allowed by Financial Reporting Standard 8, 'Related party disclosures', not to disclose any transactions with members of the group headed by Kent County Trading Limited on the grounds that at least 90% of the voting rights in the company are controlled within that group and the company is included in the consolidated financial statements.

The company has a loan from Kent County Council of £1,500,000 (2014: £2,834,851). The loan is repayable on demand and is included within creditors due after one year.

Interest payable on the loan from Kent County Council has been charged at £100,917 (2014: £Nil).

During the year, the company traded with Kent County Council, the ultimate controlling party. The following transactions occurred during the financial period:

	2015 £	2014 £
Sales	5,531,484	5,714,166
Purchases	2,697,757	987,730
Trade debtors	825,080	2,086,008
Trade creditors	(683,397)	(90,312)
Other debtors	10,057	34,922
Other creditors	(401,049)	-
	•	

#### 21. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate controlling party is Kent County Council, which owns 100% of the issued share capital of the parent company, Kent County Trading Limited.