

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2010**

**REGISTERED NUMBER· 53775**

MONDAY



\*ASQQ1YUB\*

A14

31/10/2011

293

COMPANIES HOUSE

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

<b>Contents</b>	<b>Page</b>
Directors' report	1
Statement of directors' responsibilities in respect of the Annual Report and the financial statements	3
Independent Auditor's report to the members of Enigma Services Group Limited	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**DIRECTORS' REPORT**

The directors present their annual report, together with the audited financial statements of the company for the year ended 31 December 2010

**Principal activity / Future developments**

The company did not trade during the year. The Rentokil Initial Group ("the Group") manages its operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the general central division of Rentokil Initial plc, which includes the company, is discussed in the Group's Annual Report that does not form part of this report.

**Principal risks and uncertainties**

The directors of Rentokil Initial plc manage the risks of the Group at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's 2010 Annual Report, which does not form part of this report.

**Results and dividends**

During the year the company has not traded and made neither a profit nor a loss (2009: £nil). No interim dividend was paid (2009: £nil). The directors do not recommend the payment of a final dividend for 2010 (2009: £nil).

**Directors**

Grayston Central Services Limited  
Plant Nominees Limited  
Alexandra J Laan

The directors named above held office throughout the year.

**Employees**

The company had no employees in the year under review and so there are no employee costs (2009: £nil).

**Political and charitable contributions**

The company made no political or charitable donations during the year (2009: £nil).

**Policy in relation to the payment of suppliers**

The company has no external suppliers and therefore there are no trade creditors at the year end from which to calculate creditor days.

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**DIRECTORS' REPORT (CONTINUED)**

**Disclosure of information to auditors**

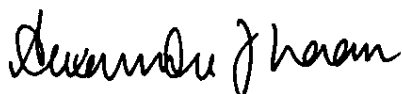
The directors who held office at the date of approval of this directors' report confirm that,

- So far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and
- Each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

**Auditors**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit plc will therefore continue in office

By order of the board



Plant Nominees Limited  
Secretary  
2 City Place  
Beehive Ring Road  
Gatwick Airport  
West Sussex  
RH6 0HA

Company number 53775

28 October 2011

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**Statement of directors' responsibilities in respect of the Annual 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

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENIGMA SERVICES GROUP LIMITED**

We have audited the financial statements of Enigma Services Group Limited for the year ended 31 December 2010 set out on pages 5 to 9. 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (APB'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 APB's web-site at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **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 2010 and of its result 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.

### **Other matter – Prior period financial statements**

In forming our opinion on the financial statements, which is not modified, we note that the prior period financial statements were not audited. Consequently, International Standards on Auditing (UK and Ireland) require the auditor to state that the corresponding figures contained within these financial statements are unaudited.

### **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.

**S McCallion** (Senior Statutory Auditor)  
for and on behalf of KPMG Audit Plc, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL

31 October 2011

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 DECEMBER 2010**

During the financial year and the preceding financial year the company did not trade, received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss and had no other recognised gains or losses.

The corresponding figures for the year ended 31 December 2009 within these financial statements are unaudited.

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**BALANCE SHEET AS AT 31 DECEMBER 2010**

	Notes	2010 £000	Unaudited As restated 2009 (Note 2) £000
<b>FIXED ASSETS</b>			
Investments – Shares in group undertakings	6	-	-
<b>CURRENT ASSETS</b>			
Debtors - amounts due within one year	7	6,738	6,738
<b>NET ASSETS</b>		6,738	6,738
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	-	-
Profit and loss account	9	6,738	6,738
<b>SHAREHOLDERS' FUNDS</b>	10	6,738	6,738

The financial statements on pages 5 to 9 were approved by the board on 28 October 2011 and were signed on its behalf by



Alexandra J Laan  
Director

The Notes on pages 7 to 9 form part of these financial statements  
The corresponding figures for the year ended 31 December 2009 within these financial statements are unaudited

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**NOTES TO THE FINANCIAL STATEMENTS**

**1 ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

The ASB has issued amendments to the following standards

- FRS 20 (IFRS 2) Group Cash-settled Share-based Payment

There was no impact on the financial statements on adopting these new accounting standards

The comparatives for the year ended 31 December 2009 are unaudited as the company was exempt from audit under section 480 of the Companies Act 2006 in the prior year

**Basis of preparation**

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

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

As the company is a wholly owned subsidiary of Rentokil Initial plc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group

**Going Concern**

After making due enquires, the directors have a reasonable expectation that the Company has adequate resources to continue operational existence for the foreseeable future and therefore continue to adopt the going concern basis in preparing the accounts

**Investments**

Investments held as fixed assets are stated at cost less any provisions for impairment. In the opinion of the Directors the value of such investments are not less than that shown in the balance sheet

**2 PRIOR YEAR ADJUSTMENT – ACCOUNTING ERROR**

The 31 December 2009 balance sheet has been adjusted as follows

	As previously stated £000	Prior year adjustment £000	As restated £000
<b>FIXED ASSETS</b>			
Investments – Shares in group undertakings	-	-	-
<b>CURRENT ASSETS</b>			
Debtors - amounts due within one year (Note 7)	6,738	-	6,738
<b>NET ASSETS</b>	<b>6,738</b>	<b>-</b>	<b>6,738</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital (Note 8)	1,630	(1,630)	-
Share premium account (Note 9)	4,939	(4,939)	-
Profit and loss account (Note 9)	169	6,569	6,738
<b>SHAREHOLDERS' FUNDS (Note 10)</b>	<b>6,738</b>	<b>-</b>	<b>6,738</b>

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**2. PRIOR YEAR ADJUSTMENT – ACCOUNTING ERROR (continued)**

The closing balances of share capital, share premium and the profit and loss reserve at 31 December 2009 have been restated due to a reduction in issued share capital of 32,603,539 shares on 16 October 2009. On that date, the company issued a solvency statement under Section 643 of the Companies Act 2006 and a written resolution was passed to cancel 32,603,539 ordinary shares of £0.05 and £4,939,107 share premium.

The above transactions were not reported in the 2009 accounts in error.

**3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

The company did not trade during the year or the preceding year and made neither a profit nor a loss. There is no charge to the profit and loss account for auditor's remuneration as the costs of the company's audit are borne by another group company. The audit fee for 2010 was £3,000 (2009: £nil).

**4. EMPLOYEES' AND DIRECTORS' REMUNERATION**

The company has no employees and accordingly there are no employee costs (2009: £nil). The directors received no emoluments in respect of qualifying services to the company, nor did they have any retirement benefits accruing to them under defined benefit pension schemes.

**5. TAXATION ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES**

There is no taxation charge for the year (2009: £nil).

**6. INVESTMENTS – SHARES IN GROUP UNDERTAKINGS**

	2010 £	2009 £
At the beginning and end of the year	1	1

The investment held by the company at the year-end represents 100% interest in the ordinary shares capital of Enigma Laundries Limited, a dormant company.

**7. DEBTORS**

	2010 £000	2009 £000
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	6,738	6,738

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

**ENIGMA SERVICES GROUP LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2010**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**8. SHARE CAPITAL**

	<b>2010</b>
	<b>£000</b>
<b>Allotted and fully paid:</b>	
At 1 January as originally stated 32,603,540 ordinary shares of £0 05	1,630
Prior year adjustment Cancellation of 32,603,539 ordinary shares of £0 05 (Note 2)	(1,630)
At 1 January 2010 as restated 1 ordinary share of £0 05	-
At 31 December 2010 1 ordinary share of £0 05	-

**9 RESERVES**

	<b>Share premium account £000</b>	<b>Profit &amp; loss account £000</b>
As at 1 January 2010 as originally stated	4,939	169
Prior year adjustment (Note 2)	(4,939)	6,569
At 1 January 2010 as restated	-	6,738
At 31 December 2010	-	6,738

**10 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	<b>2010</b>
	<b>£000</b>
Opening and closing shareholders' funds	6,738

**11. ULTIMATE PARENT COMPANY**

The company's immediate parent company is BET UK Limited. The company's ultimate parent company is Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from 2 City Place, Beehive Ring Road, Gatwick Airport, West Sussex RH6 0HA.