# ALLIED DOMECQ SPIRITS & WINE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

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## **COMPANY INFORMATION**

**Directors** I Fitzsimons

A Jetha H Fetter S Macnab

Joint Secretaries J Egan

S Macnab

Company number 703977

Registered office Chivas House

72 Chancellors Road

Hammersmith

London W6 9RS

Auditors Mazars LLP

90 St Vincent Street

Glasgow G2 5UB

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# ALLIED DOMECQ SPIRITS & WINE LIMITED Company Registration No. 703977 (England and Wales) DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2009

The Directors present their report and financial statements for the year ended 30 June 2009

#### Principal activities and review of the business

The principal activity of the Company is the production and sale of Scotch whisky and other spirits and the importation, distribution and wholesale of other spirits and wine products manufactured or handled by other companies in the Pernod Ricard group. The Company is one of the main subsidiaries of Pernod Ricard S.A., the accounts of which are publicly available.

The Company's brands include Ballantines Finest, Ballantines Aged Range and Beefeater Gin Ballantines Finest is a blended standard Scotch whisky with international reach whilst the rest of the Ballantines Family range from Premium (12 year old) to Ultra Premium (30 year old) with differing regional market strengths Beefeater Gin also has international reach but has a particularly significant presence in the Spanish and American markets

The priority of the Company continues to be to promote growth of the brands as part of Permod Ricard's Strategic Portfolio. In the year to 30 June 2009 the Company has continued to support its brands through the following initiatives "Leave an Impression" for Ballantines Finest, "London 24" for Beefeater and "Korean Golf" for Ballantines Aged Range.

The key performance indicator that the directors generally rely upon is the analysis of 9 litre cases sold to distributors in the year, and in particular, the comparison of actual levels against budgeted levels. The Company's volumes for the year ended 30 June 2009 were 9 4% below budgeted levels for the same period for Ballantine's Finest, 7 9% below budgeted levels for Beefeater and 12 6% below budget for the combined total of the Company's other products. These adverse indicators are as a result of unexpectedly poor trading conditions.

The directors also monitor the awards that the Company's products are ascribed during the year as a non-financial key performance indicator. There are two main international competitions being, the International Spirits Challenge ("ISC") and the International Wine & Spirit Competition ("IWSC"). At the ISC the Company's products were awarded with 1 gold medal for Scapa 16, 6 silver medals and 2 bronze medals. At the ISWC the Company's products were awarded 3 gold best in class medals for its Beefeater 24, Beefeater 47% and Scapa 16. The Company was also awarded with 1 silver best in class medal, 1 gold medal, and 4 silver medals. The directors are very satisfied with the recognition, within the industry, which has been attributed to the Company and its products.

The directors believe that the results disclosed for the year are in line with their expectations. They have also considered the future developments of the company, and no significant fluctuations are expected, when compared to the actual results disclosed in the Profit and Loss account for the current year.

# Company Registration No. 703977 (England and Wales) **DIRECTORS' REPORT (CONTINUED)** FOR THE YEAR ENDED 30 JUNE 2009

#### Management of business risks

The Pernod Ricard Group ("Group") operates a centralised treasury function. The directors make use of this facility to assist in managing liquidity, interest and foreign currency risks associated with the Group's activities

The Group manages its cash and borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient liquid resources to meet the operating needs of the businesses

#### Interest rate risk

The Group is exposed to fair value interest rate risk on its fixed rate borrowings and cash flow interest rate risk on its floating rate deposits, bank overdrafts and loans. The Group uses interest rate derivatives to manage the mix of fixed and variable rate debt so as to reduce its exposure to changes in interest rates

#### Foreign currency risk

The Group's principal foreign currency exposures anse from trading operations in overseas companies. Group policy permits but does not demand that these exposures may be hedged in order to fix the cost in Euros. This hedging activity involves the use of foreign exchange forward contracts

Investments of cash surpluses, borrowings and derivative instruments are made through banks which must fufill credit rating criteria approved by the Board of Pernod Ricard SA All customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis and provision is made for doubtful debts where necessary

#### Results and dividends

The results for the year are set out on page 6

The Directors did not propose or pay a dividend in the year ended 30 June 2009 (30 June 2008 proposed and paid an interim dividend of £260,000,000)

### **Assessment of Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the section entitled 'Principal Activities and Review of the Business' on page 1 In addition the section entitled 'Business Risks' on page 2 includes the Company's policies and processes for managing its capital and its exposures to credit risk and liquidity risk

The Company, being part of the Pernod Ricard S A Group, has considerable financial resources together with a large number of customers and suppliers across different geographic areas. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook

The following directors have held office since 1 July 2008

1 Fitzsimons

A Jetha

H Fetter

E Babeau

S Macnab A Schofield (Appointed 1 October 2008) (Resigned 30 June 2009)

(Appointed 1 October 2008)

(Resigned 30 September 2008)

# ALLIED DOMECQ SPIRITS & WINE LIMITED Company Registration No. 703977 (England and Wales) DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

#### **Creditor payment policy**

It is the Company's general policy to pay trade creditors when they fall due for payment. In the case of a number of suppliers, specific terms and conditions of business are agreed and it is the Company's policy to pay in accordance with these terms provided that the supplier also meets all relevant terms and conditions. The number of days credit taken for purchases at 30 June 2009 was 15 days (30 June 2008 30 days).

#### Auditors

Mazars LLP continue in office in accordance with section 485 Companies Act 2006

#### Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to

- -select suitable accounting policies and then apply them consistently,
- -make judgements and estimates that are reasonable and prudent,
- -state whether applicable 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 proper accounting records which 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.

#### Statement of disclosure to auditor

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

S Macnab Director

11 March 2010

#### INDEPENDENT AUDITORS' REPORT

#### TO THE SHAREHOLDERS OF ALLIED DOMECQ SPIRITS & WINE LIMITED

We have audited the financial statements for the year ended 30 June 2009 comprising the Profit & Loss account, Balance Sheet and related notes. 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)

#### Respective responsibilities of the 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 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. 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

#### Scope of audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP

#### Opinion

In our opinion the financial statements

- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006, and
- give a true and fair view of the state of the company's affairs as at 30 June 2009 and of its profit for the year then ended

#### 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 (CONTINUED) TO THE SHAREHOLDERS OF ALLIED DOMECQ SPIRITS & WINE 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

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Mazars LLP, Chartered Accountants (Statutory Auditor)
Richard Metcalfe (Senior statutory auditor)

11 March 2010 90 St Vincent Street Glasgow G2 5UB

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2009

	Notes	2009 £'m	2008 £'m
Turnover	2	372	332
Operating costs	3	(201)	(178)
Operating profit	3	171	154
Impairment of intangible assets		-	(12)
Profit on sale of fixed assets		<u>8</u>	<u> </u>
Profit on ordinary activities before interest	ore	179	142
Interest receivable and similar inco	ome 4	9	16
Interest payable and similar charg	es <b>5</b>	(6)	(11)
Profit on ordinary activities before taxation	ore	182	147
Tax on profit on ordinary activities	6	9	10
Profit for the year	16	191	157

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

Accordingly, no Statement of Total Recognised Gains and Losses is presented.

# **BALANCE SHEET**

## **AS AT 30 JUNE 2009**

		200	2009		3
	Notes	£'m	£'m	£'m	£'m
Fixed assets					
Intangible assets	8		429		429
Tangible assets	9		138		136
Investments	10		221		228
			788		793
Current assets					
Stocks	11	148		175	
Debtors	12	659		498	
Cash at bank and in hand		1		1	
		808		674	
Creditors: amounts falling due within					
one year	13	(432)		(494)	
Net current assets			376		180
Total assets less current liabilities			1,164		973
O-1014-1 - 10 d 11-1-11-1					
Capital and reserves	45		800		000
Called up share capital	15 46		829		829
Share premium account	16 16		3		3
Profit and loss account	16		332		141
Shareholders' funds	17		1,164		973

Approved by the Board and authorised for issue on 11 March 2010

H Fetter Director

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

#### 1 Accounting policies

#### 1.1 Accounting convention

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

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group

The company is exempt under paragraph 3(c) of Financial Reporting Standard 8, from disclosing transactions with entities that are part of the group

#### 1.2 Turnover

Turnover represents amounts receivable for goods and services, including excise duty but excluding value added tax

#### 13 Intangible assets

Intellectual property licences were transferred from group companies. The value of the licences was based on a fair value calculation performed at the date of transfer.

Intellectual property rights, with a defined duration, are amortised and provision is made for any impairment in value

The amortisation policy is to write off the cost of each Intellectual property right, with a defined duration, over its expected useful life, which is currently 5 years

Brands which are regarded as having an indefinite useful life are not amortised. In the opinion of the directors it is not possible to identify a finite economic life for brands.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation

No depreciation is provided on freehold land

On all other assets, depreciation is provided at rates calculated to write off the cost less estimated residual value over its expected useful life, as follows

Buildings

between 25 and 50 years

Plant and machinery

between 5 and 15 years

Fixtures, fittings & equipment

up to 10 years

Construction in progress

not depreciated until construction has been completed and

the asset has been transferred to another fixed asset

category

#### 15 Investments

Fixed asset investments are stated at cost less provision for impairment

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

#### 1 Accounting policies

(continued)

#### 16 Stock

Stocks are stated at the lower of cost and net realisable value. Cost comprises all expenditure incurred in purchasing or producing the stock and bringing it to its current state, including an appropriate allocation of production overheads and maturation costs where applicable

#### 17 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at future dates, 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 and 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 they will be recovered. Deferred tax assets and liabilities are not discounted.

#### 18 Foreign currency translation

Transactions denominated in a foreign currency are translated into sterling at the exchange rate at the date of the transactions and exchange differences arising on settlement are dealt with in the profit and loss account. Amounts receivable or payable in a foreign currency have been translated into sterling at the exchange rate ruling at the balance sheet date and differences on exchange are included in the profit and loss account.

#### 1.9 Current taxation

Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted by the balance sheet date

#### 1 10 Reciprocal transactions

The directors do not consider it appropriate to recognise profits on reciprocal transactions, being the trading of maturing spirit for maturing spirit with other scotch whisky producers, until the acquired spirit is used in the production of the company's brands

#### 2 Turnover

Geographical market	Turnover	
	2009	2008
	£'m	£'m
United Kingdom	27	16
Rest of Europe	219	193
North America	32	27
Rest of World	94	96
	<del></del> -	
	372	332

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

3	Operating costs		
		2009	2008
		£'m	£'m
	Operating profit is stated after charging/(crediting) the following operating costs		
	Cost of goods sold	144	147
	Depreciation	10	10
	Gain on sale of fixed assets	(1)	-
	Gain on sale of intellectual property	(5)	-
	Other operating charges	53	21
		201	178

In the current year the audit fee has been paid by a fellow group company. In the year ended 30 June 2008 the audit fee was £488,000 and was paid by the company. This is made up of amounts for the audit of the company's accounts and audit of the accounts of fellow group companies for £459,000 and other services relating to taxation of £29,000.

4 Inte	erest r	eceivab	le and	sımılar	income
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		2009 £'m	2008 £'m
	Interest receivable from group companies	9	16
5	Interest payable and similar charges	2009 £'m	2008 £'m
	On amounts payable to group companies	6	11

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

3	Taxation	2009 £'m	2008 £'m
	Current tax		
	U K corporation tax		
	Deferred tax		
	Origination and reversal of timing differences	(2)	3
	Prior year adjustments	(7)	(13)
	Deferred tax credit	(9)	(10)
	Factors affecting the current tax charge for the year		
	Profit on ordinary activities before taxation	182	<u>147</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28 00% (2008 - 29 50%)	51	43
	Effects of		
	Group relief received for nil consideration	(52)	(43)
	Permanent differences	(1)	4
	Accelerated / (depreciation) of capital allowances	2	(4)
		(51)	(43)
	Current tax charge	-	•

The current year tax charge has been reduced by £52m (2008 £43m) in respect of group relief claimed from fellow group companies for nil consideration

#### Factors that may affect future tax charges

The company has realised capital losses carried forward as at 30 June 2009 of £154m (2008 £158m). No deferred tax asset has been recognised in respect of these losses as at 30 June 2009 (or 30 June 2008), as it is uncertain whether there will be suitable profits emerging in future periods against which to relieve them. Relief for these losses will only be obtained if there are suitable profits arising in future periods. The potential deferred tax asset unrecognised as at 30 June 2009 is £43m (2008 £44m).

#### 7 Dividends

Dividends	2009 £'m	2008 £'m
Ordinary interim dividends paid in the year	-	260
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# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

Intangible fixed assets	ı	ntellectual	
		property	
	Brands £'m	rights £'m	Total £'m
Cost			
At 1 July 2008 and 30 June 2009	429	12	441
Provision for amortisation and impairment			
At 1 July 2008 & at 30 June 2009		(12)	(12)
Net book value			
At 30 June 2008 and at 30 June 2009	429	•	429

The £12m impairment to the intellectual property rights relates to the termination of distribution rights for Stolichnaya vodka

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

9	Tangible fixed assets					
		Land and buildings	Plant and machinery	Fixtures, fittings & equipment	Construction in progress	Total
		£'m	£'m	£'m	£'m	£'m
	Cost					
	At 1 July 2008	94	122	36	5	257
	Additions	-	•	-	14	14
	Reclassification	5	6	-	(11)	-
	Disposals	(2)	(2)	-		(4)
	At 30 June 2009	97	126	36	8	267
	Depreciation					
	At 1 July 2008	33	73	15	-	121
	On disposals	(1)	(1)	-	-	(2)
	Charge for the year	2	8			10
	At 30 June 2009	34	80	15		129
	Net book value					
	At 30 June 2009	63 	46	21	8	138
	At 30 June 2008	61	49	21	5	136

The cost within land and buildings which is not depreciated amounts to £5,162,000 (30 June 2008 £5,162,000)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

#### 10 Fixed asset investments

	Shares in subsidiary undertakings
	£'m
Cost	
At 1 July 2008	245
Disposals	(7)
At 30 June 2009	238
Provisions for impairment	
At 1 July 2008 and 30 June 2009	17
Net book value	
At 30 June 2009	221
At 30 June 2008	228

## Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or	Shares held	
	incorporation	Class	%
Subsidiary undertakıngs			
Allied Domecq Former Rum Brands Limited	England	Ordinary £0 01	100 00
Allied Domecq Former Rum Brands Limited	England	Deferred £0 01	100 00
Allied Domecq Former Rum Brands Limited	England	B £0 01	100 00
Allied Distillers Limited	Scotland	Ordinary £0 50	100 00
Allied Distillers Limited	Scotland	Preference £1	100 00
European Cellars (Germany) Limited	England	Ordinary £1	100 00
James Burrough Limited	England	Ordinary £0 25	100 00
James Burrough Limited	England	Preference £1	100 00
Macnab Distilleries Limited	England	Ordinary £1	100 00
Allied Breweries Development Limited	England	Ordinary £1	99 40
CG Hibbert Limited	England	Ordinary £1	100 00
European Cellars Limited	England	Ordinary £1	100 00
James Burrough Distillers Limited	England	Ordinary £0 5	100 00
Allied Domecq Spirits and Wines Overseas	England	Ordinary £1	100 00
Limited		_	
Hiram Walker and Sons (Scotland) Limited	Scotland	Ordinary £1	100 00
Macnab Distilleries Limited	England	Deferred £1	100 00
Hıram Walker (UK) Lımıted	England	Ordinary £0 25	100 00
J R Phillips & Co Limited	England	Ordinary £1	100 00
Allied Investments Limited	Bermuda	Ordinary \$1	100 00
Overseas Trading Company (1939) Limited	Jersey	Ordinary £1	100 00

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

11	Stocks	2009	2008		
		£'m	£'m		
	Maturing inventory	148	175		
12	Debtors	2009 £'m	2008		
		£M	£'m		
	Amounts owed by parent and fellow subsidiary undertakings	644	492		
	Other debtors	1	1		
	Deferred tax asset (see note 14)	14	5		
		659	498		
			<del></del>		
13	Creditors amounts falling due within one year	2009	2008		
		£'m	£'m		
	Trade creditors	6	12		
	Amounts owed to parent and fellow subsidiary undertakings	426	482		
		432	494		
14	Deferred tax asset				
			Deferred tax asset £'m		
	Balance at 1 July 2008		5		
	Transfer to profit and loss account		9		
	Balance at 30 June 2009		14		
		2009	2008		
	The deferred tax asset is made up as follows Accelerated capital allowances	£'m	£'m		
		14	5		
	The deferred tax asset has been included in debtors. See note 12 for further details				

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

15	Share capital	2009 £'m	2008 £'m
	Authorised 13,128,000,000 Ordinary shares of 25 pence each	3,282	3,282
	Allotted, called up and fully paid 3,317,881,771 Ordinary shares of 25 pence each	829	<u>829</u>
16	Statement of movements on reserves	Share premium account £'m	Profit and loss account £'m
	Balance at 1 July 2008 Profit for the year  Balance at 30 June 2009	3 -	141 191
17	Reconciliation of movements in shareholders' funds	2009 £'m	2008 £'m
	Profit for the financial year Dividends Proceeds from issue of shares	191 - -	157 (260) 260
	Net addition to shareholders' funds Opening shareholders' funds	191 973	157 816
	Closing shareholders' funds	1,164	973

### 18 Contingent liabilities

The company is party to a cross guarantee arrangement under Pernod Ricard U K group's banking facilities agreement with Barclays Bank plc. Under this agreement all participating companies are jointly and severally liable for any overdraft and borrowings by other participants. At the year end, there was a positive cash position across the group

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2009

#### 19 Employees

#### **Number of employees**

There were no employees during the year apart from the directors (30 June 2008 none)

The directors received no remuneration during the year (30 June 2008 £Nil)

#### 20 Control

The ultimate parent undertaking and controlling party is Pernod Ricard S A, a Company incorporated in France Copies of its annual report may be obtained from 12 Place Des Etats-Unis, 75783 Paris, Cedex 16, France

#### 21 Related party transactions

The Company is a member of the Pernod Ricard S A group and is included in the consolidated financial statements of Pernod Ricard S A, which are publicly available. Accordingly, the Company has taken advantage of the exemption offered by FRS 8 from disclosing related party transactions with other undertakings within, and investee related parties to, the Pernod Ricard S A group