

**ALLIED DOMECQ SPIRITS & WINE SERVICES  
LIMITED**

**Directors' Report and Accounts**

**Year to 31 August 2000**

**Registered number : 2392745**



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## Report of the Directors

YEAR TO 31 AUGUST 2000

The financial statements for the year are set out on pages 5 to 11.

### REVIEW OF THE FINANCIAL PERIOD

The profit after taxation for the year ended 31 August 2000 was nil. The directors do not propose to declare a dividend.

### PRINCIPAL ACTIVITIES

The principal activity of the company is the provision of management services to Allied Domecq Spirits & Wine (Overseas) Limited, a fellow group company.

### DIRECTORS

The following served as directors during the year:

P M Burrell	appointed	27 April 2000
G C Hetherington		
T G Mains		
D S Mitchell	resigned	27 April 2000

### Directors' Interests

G C Hetherington is also a director of Allied Domecq PLC and has his interests disclosed within those accounts. The beneficial interests of other directors in the ordinary share capital of Allied Domecq PLC as at 31 August 2000 were as follows:

	At 31 August 2000 Ordinary Shares	At 31 August 1999 Ordinary Shares
P M Burrell	2,032	2,032
T G Mains	5,022	5,881
<b>Total of other directors' beneficial interests</b>	<b>7,054</b>	<b>7,913</b>

During the year options in respect of ordinary shares in Allied Domecq PLC were granted to P M Burrell (28,697) and T G Mains (13,940). Neither of the other directors serving at the end of the year exercised any options in respect of ordinary shares in Allied Domecq PLC during the year. These figures include options under Allied Domecq PLC's savings-related share option schemes.

## **Report of the Directors**

YEAR TO 31 AUGUST 2000

### **GOING CONCERN**

After making enquiries, the directors, at the time of approving the financial statements, have determined that there is reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing the financial statements.

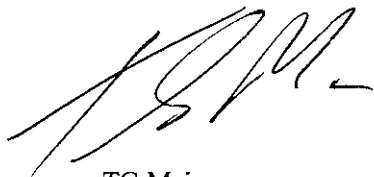
### **ELECTIVE RESOLUTION AND AUDITOR**

On 21 August 2000 the shareholders passed an elective resolution, pursuant to the Companies Act 1985 :

- To dispense with the laying of accounts and reports before the company in general meeting.
- To dispense with the holding of annual general meetings.

A resolution for the re-appointment of KPMG Audit PLC as the auditor to the company will be proposed at the next general meeting.

By order of the Board



TG Mains  
SECRETARY  
1 December 2000

## **Statement of Directors' Responsibilities**

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 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;
- ♦ prepare the financial statements on a 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

## Report of the Auditor

### AUDITOR'S REPORT TO THE MEMBERS OF ALLIED DOMECQ SPIRITS & WINE SERVICES LIMITED

We have audited the financial statements on pages 5 to 11.

#### Respective responsibilities of directors and auditor

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditor, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if the information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

#### Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 August 2000 and of its result for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

**KPMG Audit Plc**  
*Chartered accountants*  
*Registered auditor*  
*London*  
*1 December 2000*

## **Accounting Policies**

YEAR TO 31 AUGUST 2000

### **BASIS OF ACCOUNTING**

The accounts are prepared under the historical cost convention, and comply with applicable UK Accounting Standards.

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Allied Domecq PLC, and its cash flows are included within the consolidated cash flow statement of the group.

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

### **TURNOVER**

Turnover represents the aggregate amount receivable in respect of the provision of management services to a fellow group company.

### **DEFERRED TAXATION**

Account is taken, on the liability basis, for the tax effect arising from all timing differences to the extent that it is probable that a liability or asset will crystallise.

**Profit and Loss Account**

YEAR TO 31 AUGUST 2000

	Note	Year to 31 August 2000 £'000	Year to 31 August 1999 £'000
<b>Turnover from continuing operations</b>		-	276
Operating costs	1	-	(251)
<b>Operating profit from continuing operations</b>		-	25
Finance charges		-	-
<b>Profit on ordinary activities before taxation</b>		-	25
Taxation on profit on ordinary activities	4	-	(8)
<b>Profit on ordinary activities after taxation</b>		-	17
Ordinary dividends			-
<b>Retained profit</b>	8	-	17

There are no recognised gains or losses other than the result for the year.

There is no difference between the result for the year as disclosed in the profit and loss account and the results stated on an unmodified historical cost basis.



**Balance Sheet**

AS AT 31 AUGUST 2000

	Note	2000 £'000	1999 £'000
<b>Current Assets</b>			
Debtors	5	73	73
<b>Creditors (due within one year)</b>	6	<b>(8)</b>	<b>(8)</b>
<b>Net current assets</b>		<b>65</b>	<b>65</b>
<b>Net assets</b>		<b>65</b>	<b>65</b>
<b>Capital and reserves</b>			
Called up share capital	7	-	-
Profit and loss account	8	65	65
<b>Shareholders' funds</b>		<b>65</b>	<b>65</b>

Approved by the board on 1 December 2000 and signed on its behalf by:


PM Burrell  
DIRECTOR

## Reconciliation of Movements in Shareholders' Funds

YEAR TO 31 AUGUST 2000

	Year to 31 August 2000 £'000	Year to 31 August 1999 £'000
Shareholders' funds at the beginning of the year	65	48
Profit for the financial year	-	17
Dividends	-	-
Shareholders' funds at the end of the year	65	65

**Notes to the Accounts**

YEAR TO 31 AUGUST 2000

<b>1 OPERATING COSTS</b>	Note	Year to	Year to
		<b>31 August 2000</b>	<b>31 August 1999</b>
		<b>£'000</b>	<b>£'000</b>
Staff costs	2	-	251
		-	251

The auditor's remuneration for their services in the year is paid by another group company.

<b>2 STAFF COSTS</b>	Year to	Year to
	<b>31 August 2000</b>	<b>31 August 1999</b>
	<b>£'000</b>	<b>£'000</b>
Remuneration	-	243
Social security	-	-
Pension schemes	-	8
	-	251

<b>Average numbers employed</b>	<b>2000</b>	<b>1999</b>
Administration	-	2

**3 DIRECTORS' REMUNERATION**

The directors received no remuneration in respect of their services to the company during the year (1999: nil).

G C Hetherington is also a director of Allied Domecq PLC and his remuneration is disclosed within those accounts. No part of his remuneration is specifically allocated to services provided to this company.

The interest of directors in the ordinary share capital of Allied Domecq PLC and in options in respect

**Notes to the Accounts**

YEAR TO 31 AUGUST 2000

	Year to 31 August 2000 £'000	Year to 31 August 1999 £'000		
<b>4 TAXATION</b>				
The charge for taxation on the profit for the year comprises:				
United Kingdom taxation				
Corporation tax at 30% (1999: 30.58%)	-	8		
	-	8		
<b>5 DEBTORS</b>	2000 £'000	1999 £'000		
Amounts owed by group undertakings	73	73		
	73	73		
<b>6 CREDITORS</b>	2000 £'000	1999 £'000		
Amounts falling due within one year				
Taxation	8	8		
	8	8		
	Authorised	Allotted, called up and fully paid		
<b>7 SHARE CAPITAL</b>	2000 £	1999 £	2000 £	1999 £
Ordinary shares of £1 each	100	100	2	2
	100	100	2	2

## Notes to the Accounts

YEAR TO 31 AUGUST 2000

	2000 £'000	1999 £'000
<b>8 PROFIT AND LOSS ACCOUNT</b>		
At the beginning of the year	65	48
Retained profit for the year	-	17
<b>At the end of the year</b>	<b>65</b>	<b>65</b>

	2000 £'000	1999 £'000
<b>9 CONTINGENT LIABILITIES</b>		
The company is jointly and severally liable for the UK VAT liability of Allied Domecq (Holdings) PLC which at the end of the year amounted to:	-	10,865

## 10 ULTIMATE PARENT COMPANY

The largest group in which the results of the company are consolidated is that headed by Allied Domecq PLC, a company incorporated in Great Britain. The consolidated accounts of this company are available to the public and may be obtained from:

The Company Secretary  
Allied Domecq PLC  
The Pavilions  
Bridgwater Road  
Bedminster Down  
BRISTOL  
BS13 8AR

No other group accounts include the results of the company.

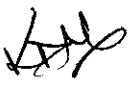
**Statutory Accounts  
Sign-off**

**Year end**

31 August 2000

**Company name**

Allied Domecq Spirits & Wines  
Services Limited

Department:	Name	Date	Signature
SSC	Kennichell	27/11/00	
Taxation	Helen Sivatten - Braun	27.11.00	HEB
Secretariat	SHUGHES	28.11.00	S Hughes
Statutory Reporting	J DICKIE	27/11/00	Dickie
KPMG	✓	✓	✓