Company Registration No 2562441 (England and Wales)

# WISE CATERING LIMITED
(formerly Rose Bowl Catering Limited)

## DIRECTORS' REPORT AND FINANCIAL STATEMENTS

## FOR THE PERIOD ENDED 29 SEPTEMBER 2006

# WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

## COMPANY INFORMATION

| | |
|---|---|
| **Directors** | D M Bennett<br>C Treacher<br>J H W Davis |
| **Secretary** | C Treacher |
| **Company number** | 2562441 |
| **Registered office** | The Rose Bowl<br>Botley Road<br>West End<br>Southampton<br>Hampshire<br>SO30 3XH |
| **Auditors** | BDO Stoy Hayward LLP<br>Arcadia House<br>Maritime Walk<br>Ocean Village<br>Southampton<br>SO14 3TL |
| **Business address** | The Rose Bowl<br>Botley Road<br>West End<br>Southampton<br>Hampshire<br>S030 3XH |
| **Bankers** | Allied Irish Bank (GB)<br>14 The Avenue<br>Southampton<br>SO17 1XF |

WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

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# WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

## DIRECTORS' REPORT FOR THE PERIOD ENDED 29 SEPTEMBER 2006

The directors present their report and financial statements for the period ended 29 September 2006

**Principal activities**
The principal activity of the company continued to be that of catering contractors On 29 September 2006 the company disposed of its interest in the catering business at the Rose Bowl and will continue with its outside catering business

**Results and dividends**
The results for the period are set out in the profit and loss account on page 4

The profit on ordinary activities before taxation was £664,566 (2005 £559,027)

The directors consider the state of the company's affairs to be satisfactory.

A dividend of £1,361,659 was paid to Rose Bowl PLC on 29 September 2006 The directors do not recommend the payment of any further dividends, and recommend that the balance of the retained profit be carried to reserves

On 28 September 2006 the company changed its name from Rose Bowl Catering Limited to Wise Catering Limited. The directors who served the company throughout the period were as follows

| | |
|---|---|
| R Bransgrove | (resigned 26 September 2006) |
| D M Bennett | |
| N Pike | (resigned 26 September 2006) |
| F Jonmohamed | (resigned 26 September 2006) |
| G Delve | (resigned 26 September 2006) |
| S Robertson | (appointed 25 April 2006, resigned 26 September 2006) |
| P Garrett | (resigned 29 September 2006) |
| J H W Davis | (appointed 29 September 2006) |
| C Treacher | (appointed 29 September 2006) |

**Directors' responsibilities**

The directors are responsible for preparing the annual report and 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 period 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 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, 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 that 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 1985 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

**Auditors**

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information The directors are not aware of any relevant audit information of which the auditors are unaware

BDO Stoy Hayward LLP will resign as auditors prior to the annual general meeting, at which Stone Osmond Limited are expected to be appointed in their place

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

**On behalf of the Board**

D BENNETT
Director

Date 9-04-2008

## WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

## REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

We have audited the financial statements of Wise Catering Limited for the period ended 29 September 2006 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein

**Respective responsibilities of directors and auditors**
The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 1985 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 information specified by law regarding directors' remuneration and transactions with the company is not disclosed

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability

**Basis of audit opinion**
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 29 September 2006 and of its profit for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements

BDO Stoy Hayward LLP

BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors
Southampton
Date 28-08-2008

WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

PROFIT AND LOSS ACCOUNT

FOR THE 11 MONTHS ENDED 29 SEPTEMBER 2006

| | Note | Continuing Operations | Discontinued Operations | 11 Months to 29 September 2006 Total £ | Year to 31 October 2005 £ |
|---|---|---|---|---|---|
| Turnover | 2 | 1,474,509 | 1,909,554 | 3,384,063 | 3,442,399 |
| Cost of sales | | ( 918,662 ) | ( 912,011 ) | ( 1,830,673 ) | ( 1,929,816 ) |
| Gross profit | | 555,847 | 997,543 | 1,553,390 | 1,512,583 |
| Administrative expenses | | ( 493,430 ) | ( 388,210 ) | ( 881,640 ) | ( 944,320 ) |
| Operating profit | 3 | 62,417 | 609,333 | 671,750 | 568,263 |
| Interest payable and similar charges | | | | ( 7,184 ) | ( 9,236 ) |
| Profit on ordinary activities before taxation | | | | 664,566 | 559,027 |
| Tax on profit on ordinary activities | 5 | | | ( 186,000 ) | ( 231,000 ) |
| Retained profit for the year | 13 | | | 478,566 | 328,027 |

The notes on pages 6 to 9 form part of these financial statements

## WISE CATERING LIMITED (formerly Rose Bowl Catering Limited)

## BALANCE SHEET

## AS AT 29 SEPTEMBER 2006

| | Note | | 2006 | | 2005 |
|---|---|---|---|---|---|
| | | £ | £ | £ | £ |
| **Fixed assets** | | | | | |
| Intangible assets | 6 | | 1 | | 1 |
| Tangible assets | 7 | | 105,216 | | 295,857 |
| | | | 105,217 | | 295,858 |
| **Current assets** | | | | | |
| Stocks | | - | | 67,983 | |
| Debtors | 8 | - | | 1,312,946 | |
| Cash at bank and in hand | | - | | 241,093 | |
| | | - | | 1,622,022 | |
| **Creditors: amounts falling due within one year** | 9 | ( 13,923 ) | | ( 861,926 ) | |
| **Net current (liabilities) / assets** | | | ( 13,923 ) | | 760,096 |
| **Total assets less current liabilities** | | | 91,294 | | 1,055,954 |
| **Creditors: amounts falling due after more than one year** | 10 | | ( 7,905 ) | | ( 89,472 ) |
| | | | 83,389 | | 966,482 |
| **Capital and reserves** | | | | | |
| Called up share capital | 11 | | 900 | | 900 |
| Share premium account | 12 | | 450 | | 450 |
| Capital redemption reserve | 12 | | 100 | | 100 |
| Profit and loss account | 12 | | 81,939 | | 965,032 |
| **Shareholders' funds** | 13 | | 83,389 | | 966,482 |

These financial statements have been prepared in accordance with the special provision of Part VII of the Companies Act 1985 relating to small companies and the Financial Reporting Standards for Smaller Entities (effective January 2005)

The financial statements were approved by the Board and authorised for issue on 9-04-2008

D BENNETT
Director 9-04-2008

The notes on pages 6 to 9 form part of these financial statements

## 1 ACCOUNTING POLICIES

### 1.1 Accounting convention

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

### 1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

### 1.3 Goodwill

Goodwill has been written off over 5 years on a straight line basis

### 1 4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows -

| | |
|---|---|
| Improvements to lease | Over the period of the lease |
| Plant and equipment | 20% - 25% straight line |
| Fixtures and fittings | 20% - 25% straight line |
| Motor vehicles | 20% - 25% straight line |

### 1.5 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over their useful lives Obligations under such agreements are included in creditors net of the finance charge allocated to future periods The finance element of the rental payment is charged to the profit and loss account using the sum of digits method

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

### 1.6 Stock

Stock is valued at the lower of cost and net realisable value

### 1.7 Pensions

The company operates a non-contributory defined contribution pension scheme The charge against profits for the period represents the amount of contributions payable to the pension scheme during the period

### 1.8 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

Deferred tax balances are not discounted.

## 2 Turnover

The total turnover of the company for the year has been derived from its principal activity, wholly undertaken within the United Kingdom

## 3 Operating profit

| Operating profit is stated after charging | | 2006 | 2005 |
|---|---|---|---|
| | | £ | £ |
| Depreciation of tangible assets | | 77,482 | 75,100 |
| Auditors' remuneration | | 5,000 | 7,000 |
| Operating lease rentals | - property | 20,625 | 22,500 |
| | - plant and machinery | 24,425 | 22,710 |

## 4 Directors' remuneration

| | 2006 | 2005 |
|---|---|---|
| | £ | £ |
| Emoluments for qualifying services | 57,074 | 60,449 |
| Company pension contributions to defined contribution schemes | 17,454 | 14,184 |
| | 74,528 | 74,633 |

## 5 Taxation

| | 2006 | 2005 |
|---|---|---|
| UK corporation tax | £ | £ |
| Payments in respect of Group relief | 186,000 | 190,000 |
| Adjustment in respect of previous year | - | 41,000 |
| | 186,000 | 231,000 |

## 6 Intangible fixed assets

| | Goodwill |
|---|---|
| Cost | £ |
| At 1 November 2005 and 29 September 2006 | 1 |

## 7 Tangible fixed assets

| | Leasehold land and buildings £ | Plant and equipment £ | Motor vehicles £ | Fixtures and fittings £ | Total £ |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At 1 November 2005 | 36,282 | 529,915 | 109,583 | 77 464 | 753,244 |
| Additions | - | 40,444 | 10,250 | 16,893 | 67,587 |
| Transfers to fellow subsidiary | - | ( 287,283) | - | - | ( 287,283) |
| **At 29 September 2006** | 36,282 | 283,076 | 119,833 | 94,357 | 533,548 |
| **Depreciation** | | | | | |
| At 1 November 2005 | 36,282 | 294,820 | 70,008 | 56,277 | 457,387 |
| Charge for the period | - | 54,983 | 13,651 | 8,848 | 77,482 |
| Transfers to fellow subsidiary | - | ( 106,537) | - | - | ( 106,537) |
| **At 29 September 2006** | 36,282 | 243,266 | 83,659 | 65,125 | 428,332 |
| **Net book value** | | | | | |
| **At 29 September 2006** | - | 39,810 | 36,174 | 29,232 | 105,216 |
| At 31 October 2005 | - | 235,095 | 39,575 | 21,187 | 295,857 |

Included above are the following amounts in respect of assets held under hire purchase contracts

| | | | | | |
|---|---|---|---|---|---|
| **Net book values:** | | | | | |
| **At 29 September 2006** | - | - | 33,458 | - | 33,458 |
| At 31 October 2005 | - | 114,898 | 36,067 | - | 150,965 |
| **Depreciation charge for the period:** | | | | | |
| **To 29 September 2006** | - | 16,850 | 12,859 | - | 29,709 |
| To 31 October 2005 | - | 30,974 | 12,164 | - | 43,138 |

| 8 Debtors | 2006 £ | 2005 £ |
|---|---|---|
| Trade debtors | - | 379,469 |
| Amounts owed by group undertakings | - | 920,907 |
| Other debtors | - | 2,126 |
| Prepayments and accrued income | - | 10,444 |
| | - | 1,312,946 |

| 9 Creditors: amounts falling due within one year | 2006 £ | 2005 £ |
|---|---|---|
| Bank overdraft | - | 90,364 |
| Net obligations under hire purchase contracts | 13,923 | 38,587 |
| Trade creditors | - | 210,185 |
| Amounts owed to group undertakings | - | 109,000 |
| Corporation tax | - | 503 |
| Other taxes and social security | - | 210,256 |
| Other creditors | - | 2,073 |
| Accruals and deferred income | - | 200,958 |
| | 13,923 | 861,926 |

| 10 Creditors: amounts falling due after more than one year | 2006 £ | 2005 £ |
|---|---|---|
| Net obligations under hire purchase contracts | | |
| Repayable within one year | 13,923 | 38,587 |
| Repayable between one and five years | 7,905 | 89,472 |
| | 21,828 | 128,059 |
| Less Included in liabilities falling due within one year | ( 13,923) | ( 38,587 ) |
| | 7,905 | 89,472 |

The hire purchase liabilities are secured upon the assets concerned.

| 11 Share capital | 2006 £ | 2005 £ |
|---|---|---|
| **Authorised** | | |
| 100 ordinary shares of £1 each | 100 | 1,000 |
| 882 ordinary 'A' shares of £1 each | 882 | - |
| 18 ordinary 'B' shares of £1 each | 18 | - |
| | 1,000 | 1,000 |
| **Allotted, called up and fully paid** | | |
| 900 ordinary shares of £1 each | - | 900 |
| 882 ordinary 'A' shares of £1 each | 882 | - |
| 18 ordinary 'B' shares of £1 each | 18 | - |
| | 900 | 900 |

On 29 September 2006 the ordinary shares were subdivided into ordinary 'A' shares and ordinary 'B' shares The ordinary 'A' shares and ordinary 'B' shares have equal voting rights and rank pari passu with the ordinary shares in all other respects The directors may declare a dividend on one class of share and not the other class or differing amounts for each share

**12 Statement of movements on reserves**

| | Share premium account | Capital redemption reserve | Profit and loss account |
|---|---|---|---|
| | £ | £ | £ |
| Balance at 1 November 2005 | 450 | 100 | 965,032 |
| Retained profit for the year | - | - | 478,566 |
| Dividend paid | - | - | ( 1,361,659) |
| **Balance at 29 September 2006** | **450** | **100** | **81,939** |

**13 Reconciliation of movements in shareholders' funds**

| | 2006 | 2005 |
|---|---|---|
| | £ | £ |
| Profit for the financial year | 478,566 | 328,027 |
| Dividend paid | ( 1,361,659) | - |
| Opening shareholders' funds | 966,482 | 638,455 |
| Closing shareholders' funds | 83,389 | 966,482 |

**14 Financial commitments**

At 29 September 2006 the company had no annual commitments under non-cancellable operating leases (31 October 2005 £Nil)

**15 Related Party Transactions**

**Control**

The directors consider C Treacher and J H W Davis to have ultimate control of the company

Up to 29 September 2006 the company was a wholly owned subsidiary of Rose Bowl PLC During the period the company made sales totalling £148,373 to Hampshire Cricket Limited, which is also a wholly owned subsidiary of Rose Bowl PLC

**16 Pensions**

The company operates a defined contribution pension scheme The assets of the scheme are held separately from those of the company in an independently administered fund The pension charge for the period amounted to £17,454 (2005 £14,184)