Company Registration No. 01497756 (England and Wales)

# EMERALD GLOBAL LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009



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#### **COMPANY INFORMATION**

Directors

G Ngwong

L F Lee

Secretary

F S Ngwong

Company number

01497756

Registered office

First Floor

15/16 New Burlington Street

London W1S 3BJ

**Auditors** 

Elman Wall Limited

5 - 7 John Prince's Street

London W1G 0JN

**Business address** 

First Floor

15/16 New Burlington Street

London W1S 3BJ

**Bankers** 

The Royal Bank of Scotland PLC

Western Branch 60 Conduit Street

London W1S 2GA

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#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report and financial statements for the year ended 31 December 2009

#### Principal activities and review of the business

The principal activity of the company continued to be that of travel agents

The results for the year and the financial position at the year end were considered satisfactory bearing in mind the uncertain economic conditions by the directors who expect to see growth in the future

The directors consider the principal risks facing the company to be fuel costs, foreign currency fluctuations, force majeure and in particular any effect on consumer spending caused by the present economic uncertainty

The balance sheet value of the company remains steady at £1 3 million at the year end

Due to the uncertain economic conditions, turnover fell to approximately £21 million. The gross profit margin increased slightly from 8 01% to 9 76%. Increased overheads, and in particular higher payroll costs and rent charges resulted in profit before tax reducing from £124,000 to £15,000. Steps have been taken to reduce overheads going forward.

#### Results and dividends

The results for the year are set out on page 5

#### **Future developments**

The directors believe that the company is in a suitable position to take advantage of any opportunities which may arise in the future

#### **Directors**

The following directors have held office since 1 January 2009

**G** Ngwong

L F Lee

#### **Auditors**

The auditors, Elman Wall Limited, are deemed to be reappointed under section 487(2) of the Companies Act 2006

#### **DIRECTORS' REPORT (CONTINUED)**

#### FOR THE YEAR ENDED 31 DECEMBER 2009

#### Statement of directors' responsibilities

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 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 judgements and accounting estimates that are reasonable and prudent,
- 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 irregulanties.

#### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

G Ngwong

29/06/2010

#### INDEPENDENT AUDITORS' REPORT

#### TO THE MEMBERS OF EMERALD GLOBAL LIMITED

We have audited the financial statements of Emerald Global Limited for the year ended 31 December 2009 set out on pages 5 to 19 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 set out on pages 1 - 2, 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 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.

#### 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 2009 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 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 MEMBERS OF EMERALD GLOBAL 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

lan Palmer (Senior Statutory Auditor) for and on behalf of Elman Wall Limited

Elmon Wall Cinibed

**Chartered Accountants Statutory Auditor** 

29/06/2010

5 - 7 John Prince's Street London W1G 0JN

#### PROFIT AND LOSS ACCOUNT

#### FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 £	2008 £
Turnover	2	21,202,476	24,906,396
Cost of sales		(19,134,144)	(22,911,577)
Gross profit		2,068,332	1,994,819
Distribution costs		(263,147)	(226,740)
Administrative expenses		(1,790,799)	(1,722,198)
Operating profit	3	14,386	45,881
Other interest receivable and similar			
ıncome	4	1,967	78,857
Interest payable and similar charges	5	(746)	(545)
Profit on ordinary activities before			
taxation		15,607	124,193
Tax on profit on ordinary activities	6	(3,690)	(31,528)
Profit for the year	15	11,917	92,665

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

# BALANCE SHEET AS AT 31 DECEMBER 2009

		20	009	20	800
	Notes	£	£	£	4
Fixed assets					
Tangible assets	7		158,581		158,567
Investments	8		16,002		16,002
			174,583		174,569
Current assets					
Debtors	9	1,610,459		1,239,367	
Cash at bank and in hand		766,768		1,199,027	
O., 44.		2,377,227		2,438,394	
Creditors: amounts falling due within one year	10	(1,205,213)		(1,274,954)	
Net current assets			1,172,014		1,163,440
Total assets less current liabilities			1,346,597		1,338,009
Creditors: amounts falling due after					
more than one year	11		(18,051)		(21,753)
Provisions for liabilities	12		(11,471)		(11,098)
			1,317,075		1,305,158
Capital and reserves					
Called up share capital	14		80,000		80,000
Profit and loss account	15		1,237,075		1,225,158
Shareholders' funds	16		1,317,075		1,305,158

Approved by the Board and authorised for issue on 29 06 2010

© Ngwong
Director

Company Registration No. 01497756

#### **CASH FLOW STATEMENT**

#### FOR THE YEAR ENDED 31 DECEMBER 2009

	£	2009 £	£	2008 £
Net cash outflow from operating activities		(407,275)		(266,359)
Returns on investments and servicing of finance				
Interest received	1,967		78,857	
Interest paid	(746)		(545)	
Net cash inflow for returns on investments and servicing of finance		1,221	<del></del>	78,312
		1,221		10,512
Taxation		-		(55,114)
Capital expenditure and financial investment				
Payments to acquire tangible assets	(32,369)		(133,705)	
Payments to acquire investments	-		(2)	
Net cash outflow for capital expenditure	<del></del>	(32,369)	<del></del>	(133,707)
Net cash outflow before management of liquid				
resources and financing		(438,423)		(376,868)
Financing				
Other new long term loans	32,367		-	
Repayment of other long term loans	(26,203)		-	
Capital element of hire purchase contracts			(1,029)	
Net cash inflow/(outflow) from financing		6,164		(1,029)
Decrease in cash in the year		(432,259)		(377,897)

# NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

1	1 Reconciliation of operating profit to net cash outflow from operating activities				2008
				£	£
	Operating profit			14,386	45,881
	Depreciation of tangible assets			32,355	28,211
	Increase in debtors			(371,092)	(149,196)
	Decrease in creditors within one year			(82,924)	(191,255)
	Net cash outflow from operating activitie	S		(407,275)	(266,359)
2	Analysis of net funds	1 January 2009	Cash flow	Other non- cash changes	31 December 2009
		£	£	£	£
	Net cash				
	Cash at bank and in hand	1,199,027	(432,259)		766,768
	Debt				
	Finance leases	(4,887)	-	•	(4,887)
	Debts falling due within one year	-	(9,866)	-	(9,866)
	Debts falling due after one year	(18,000)	3,702		(14,298)
		(22,887)	(6,164)	-	(29,051)
	Net funds	1,176,140	(438,423)	-	737,717
3	Reconciliation of net cash flow to moven	nent in net funds		2009	2008
				£	£
	Decrease in cash in the year			(432,259)	(377,897)
	Cash (inflow)/outflow from (increase)/decrea	ase in debt and leas	e financing	(6,164)	1,029
	Movement in net funds in the year			(438,423)	(376,868)
	Opening net funds			1,176,140	1,553,008
	Closing net funds			737,717	1,176,140
				···	

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

#### 1.2 Turnover

Turnover represents amounts receivable from the sales of tours and other services supplied to customers

#### 1.3 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

Computer equipment

25% reducing balance basis

Fixtures, fittings & equipment

10% straight line basis

#### 14 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and 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 so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

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

#### 1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value

#### 1.6 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17

#### 1.7 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes

#### 18 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 2 Turnover

The total turnover of the company for the year has been denved from its principal activity wholly undertaken in the United Kingdom

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

3	Operating profit	2009 £	2008 £
	Operating profit is stated after charging		
	Depreciation of tangible assets	32,355	28,211
	Operating lease rentals	220,197	168,322
	Auditors' remuneration (including expenses and benefits in kind)	9,500	8,250
	and after crediting		
	Profit on foreign exchange transactions	(7,443) ————	(36,753)
4	Investment income	2009 £	2008 £
	Bank interest	1,967	78,703
	Other interest	<u></u>	154
		1,967	78,857
5	interest payable	2009 £	2008 £
	On other leans whelly repoyable within five years	746	
	On other loans wholly repayable within five years  Hire purchase interest	/40	- 545
	tino paronase interest		
		746	545

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

6	Taxation	2009 £	2008 £
	Domestic current year tax		
	U K corporation tax	3,317	23,165
	Current tax charge	3,317	23,165
	Deferred tax		
	Deferred tax charge/credit current year	373	8,363
		3,690	31,528
	Factors affecting the tax charge for the year	<del></del>	
	Profit on ordinary activities before taxation	15,607	124,193
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21 00% (2008 - 20 75%)	3,277	25,770
	Effects of		
	Non deductible expenses	4,483	5,521
	Depreciation add back	6,794	5,854
	Capital allowances	(11,237)	(13,982)
	Other tax adjustments	•	2
		40	(2,605)
	Current tax charge	3,317	23,165
		***************************************	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

7	Tangible fixed assets			
		Computer equipment	Fixtures, fittings & equipment	Total
		£	£	£
	Cost			
	At 1 January 2009 Additions	285,884 32,367	124,256	410,140 32,367
	At 31 December 2009	318,251	124,256	442,507
	Depreciation			
	At 1 January 2009	238,530	13,042	251,572
	Charge for the year	19,929	12,425	32,354
	At 31 December 2009	258,459	25,467	283,926
	Net book value			
	At 31 December 2009	59,792	98,789	158,581
	At 31 December 2008	47,353	111,214	158,567
	Included above are assets held under finance leases or hire purch.	ase contracts	as follows	Fixtures, fittings & equipment £
	Net book values			
	At 31 December 2009			4,310
	At 31 December 2008			4,926
	Depreciation charge for the year			•4•
	At 31 December 2009			616 
	At 31 December 2008			616

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 8 Fixed asset investments

	Shares in subsidiary undertakings £
Cost At 1 January 2009 & at 31 December 2009	16,002
Net book value At 31 December 2009	16,002
At 31 December 2008	16,002

#### 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 undertakings			
Emerald Global Group Limited	United Kingdom	Ordinary	100 00
Peoples Travel Limited	United Kingdom	Ordinary	100 00
Namaste Travel and Tours Limited	United Kingdom	Ordinary	100 00
Emerald Travel Limited	United Kingdom	Ordinary	100 00
			0 00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

		Capital and reserves 2009	Profit/(loss) for the year 2009
	Principal activity	£	£
Emerald Global Group Limited	Dormant	1	-
Peoples Travel Limited	Dormant	8,000	-
Namaste Travel and Tours Limited	Dormant	8,000	-
Emerald Travel Limited	Dormant	1	-
		-	-
			<del></del>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

9	Debtors	2009	2008
		£	£
	Trade debtors	1,347,338	866,407
	Other debtors	202,247	320,172
	Prepayments and accrued income	60,874	52,788
		1,610,459	1,239,367

Included in other debtors is a sum of £195,000 (2008- £285,000) secured to the company's bank to provide guarantees to the company's major suppliers

10	Creditors: amounts falling due within one year	2009	2008
	•	£	£
	Bank loans and overdrafts	9,866	_
	Net obligations under hire purchase contracts	1,134	1,134
	Trade creditors	1,126,736	1,203,861
	Corporation tax	26,482	23,165
	Other taxes and social security costs	26,996	26,360
	Other creditors	5,499	13,434
	Accruals and deferred income	8,500	7,000
		1,205,213	1,274,954

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

11	Creditors: amounts falling due after more than one year	2009 £	2008 £
	Other loans	14,298	18,000
	Net obligations under hire purchase contracts	3,753	3,753
		18,051	21,753
	Analysis of loans		
	Wholly repayable within five years	24,164	18,000
		24,164	18,000
	Included in current liabilities	(9,866)	-
		14,298	18,000
	Loan maturity analysis		
	In more than one year but not more than two years	10,098	-
	In more than five years	4,200 ===================================	18,000
	Net obligations under hire purchase contracts		
	Repayable within one year	1,134	1,134
	Repayable between one and five years	3,753	3,753
		4,887	4,887
	Included in liabilities falling due within one year	(1,134)	(1,134)
		3,753	3,753

Included within Other loans is an amount of £4,200 due to G Ngwong. The loan is non-interest bearing and has no fixed terms of repayment

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

12	Provisions for liabilities	I	Deferred tax liability £
	Balance at 1 January 2009 Profit and loss account		11,098 373
	Balance at 31 December 2009		11,471
	The deferred tax liability is made up as follows:		
		2009	2008
		£	£
	Accelerated capital allowances	11,471	11,098

#### 13 Pension and other post-retirement benefit commitments

#### **Defined contribution**

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 cost charge represents contributions payable by the company to the fund. There were no contributions payable to the fund at the year end.

		2009 £	2008 £
	Contributions payable by the company for the year	22,828	73,892
14	Share capital	2009 £	2008 £
	Authorised		
	100,000 Ordinary of £1 each	100,000	100,000
	Allotted, called up and fully paid		
	80,000 Ordinary of £1 each	80,000	80,000
		<del>2</del>	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

15	Statement of movements on profit and loss account		
			Profit and loss account £
	Balance at 1 January 2009 Profit for the year		1,225,158 11,917
	Balance at 31 December 2009		1,237,075
16	Reconciliation of movements in shareholders' funds	2009 £	2008 £
	Profit for the financial year	11,917	92,665
	Opening shareholders' funds	1,305,158	1,212,493
	Closing shareholders' funds	1,317,075	1,305,158

#### 17 Contingent liabilities

Guarantees and other financial committments

- 1) The company has given a bond issued by Royal Sun Alliance of £25,000 to ABTA Limited from 1 September 2009 to 28 February 2011
- 2) The company has given a bond of £200,000 issued by Royal Sun Alliance to Singapore Airlines Limited until 10 June 2010
- 3) The company has given a bond of £80,000 issued by Royal Sun Alliance to Emirates Airlines Limited until 25 March 2011

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 18 Financial commitments

At 31 December 2009 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2010

		Land and buildings	
		2009	2008
		£	£
	Operating leases which expire		
	Within one year	52,500	105,000
	In over five years	81,000	81,000
		133,500	186,000
19	Directors' emoluments	2009	2008
	pirestora emoramenta	£	£
	Emoluments for qualifying services	86,994	84,870
	Company pension contributions to money purchase schemes	22,828	73,892
		109,822	158,762

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 1 (2008 - 1)

#### 20 Employees

#### **Number of employees**

The average monthly number of employees (including directors) during the year was

year was	2009 Number	2008 Number
Staff	52	54
Employment costs	2009 €	2008 £
Wages and salaries Social security costs Other pension costs	cunty costs 101,965	1,074,123 99,251 73,892
	1,222,939 —————	1,247,266

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2009

#### 21 Control

The ultimate controlling party is G Ngwong, a director and majority shareholder of the company

#### 22 Post balance sheet events

On 8 January 2010, the company issued 20,000 ordinary shares of £1 each by way of bonus issue