Company Registation Number 3886401

## Alexander Forbes UK Direct Limited

Report and Financial Statements

for the year ended 31 March 2012

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## Alexander Forbes UK Direct Limited Report and Financial Statements for the year ended 31 March 2012 Contents

	Page
Company Information	1
Duectors' Report	2-4
Independent Auditors' Report	5-6
Consolidated Profit and Loss Account	7
Consolidated Balance Sheet	8
Company Balance Sheet	9
Consolidated Cash Flow Statement	10
Notes to the Financial Statements	11-17

## Alexander Forbes UK Direct Limited Company Information

## Directors

G Stobart

H Perlin

S Foster

## Secretary

L Voss

## **Auditors**

BDO LLP

Emerald House

East Street

Epsom

Suriey

**KT17 1HS** 

## Registered Office

5th Floor

Leon House

233 High Street

Croydon

Surrey

CR9 9AF

## Registered Number

3886401

Alexander Forbes UK Direct Limited Registered Number: 3886401 Report of the Directors for the year ended 31 March 2012

The Directors present their report and audited financial statements accounts of the Company for the year ended 31 March 2012

## Principal activities

The principal activity of the Company and the group is that of an intermediary that promotes and administers insurance products

#### Results and dividends

The results for the year and the state of the Company's affairs are as set out in the attached financial statements. The Directors declared interim ordinary dividends totalling £815,000 (2011 £875,000), which were paid during the course of the year.

## Review of business and future developments

## 1) Review of developments and performance of the business and position at year-end

The Company traded during the year in line with expectations. The Directors consider the future prospects of the Company to be satisfactory

## u) Principal risks and uncertainties

The principal risk facing the Company is the risk that the incidence of claims experienced exceeds the assumptions embedded in the risk piemium currently paid to underwriters. In such an event operating costs could increase proportionately in future years

## 111) Key performance indicators

The key performance indicators for the Company are policy retention rates and new business response rates, which are reflected in turnover, and the incidence of claims experience. The Directors are satisfied with the key performance indicators over the past financial year.

#### Directors

The Directors of the Company during the year under review are shown on page 1

Alexander Forbes UK Direct Limited Registered Number: 3886401 Report of the Directors for the year ended 31 March 2012

## Statement of Directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the group for that year In preparing those financial statements, the Directors are required to

- Select suitable accounting policies and then apply them consistently except for changes arising on the adoption of new accounting standards,
- 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 adequate 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 2006. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are satisfied that adequate business reviews have been conducted over the Company's internal controls and operations

## Financial risk management objectives and policies

The Directors consider that there is no material exposure to price, currency, credit, liquidity of interest rate risk for the financial instruments held by the Company. The Company does not hold equity instruments, and the financial assets and liabilities are British pound denominated.

Alexander Forbes UK Direct Limited Registered Number: 3886401 Report of the Directors for the year ended 31 March 2012

#### Disclosure of information to auditors

So far as each Director at the date of approval of this report is aware

- there is no relevant audit information of which the Company's auditor is unawaie, and
- the Directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

#### **Auditors**

In accordance with the Companies Act 2006, the Company is no longer required to hold annual general meetings. Subject to the receipt of any objections as provided under statute or the Company's Articles of Association, the Company is relying on the provisions for the deemed reappointment of BDO LLP as auditors as provided in section 487 of the Companies Act 2006 and BDO LLP have indicated their willingness to continue as auditors of the Company.

This report was approved by the Board of Directors on 24 May 2012 and signed on its behalf by

Stobart Director

24 May 2012

# Alexander Forbes UK Direct Limited Independent Auditors' Report to the Shareholder of Alexander Forbes UK Direct Limited

We have audited the Group and parent financial statements of Alexander Forbes UK Direct Limited for the year ended 31 March 2012 which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated cash flow statement and the 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)

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 Statement of Directors' responsibilities, 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

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

## Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Gioup and Parent Company's affairs as at 31 March 2012 and of the Gioup's 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

## Alexander Forbes UK Direct Limited Independent Auditors' Report to the Shareholder of Alexander Forbes UK Direct Limited

## Opinion on other matters 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

BDO UP

James Fearon (Semor Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor Epsom United Kingdom

**7/** May 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

## Alexander Forbes UK Direct Limited Consolidated Profit and Loss Account for the year ended 31 March 2012

	Notes	2012 £	2011 £
Turnover	2	1,647,835	1,761,964
Operating expenses		(545,618)	(582,478)
Operating profit	3	1,102,217	1,179,486
Other interest receivable and similar income		357	463
Profit on ordinary activities before taxation		1,102,574	1,179,949
Tax on profit on ordinary activities	5	(287,151)	(330,935)
Profit on ordinary activities after taxation		815,423	849,014

All items dealt with in arriving at the above results relate to continuing operations

The Company had no recognised gains and losses during the years, other than the result for each year, and therefore no separate statement of total recognised gains and losses has been prepared

There is no difference between the above results from ordinary activities before taxation and the results for the years stated above and their historical cost equivalents

The Company has taken advantage of the exemption allowed under section 408 Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The group profits for the year includes a profit after tax of £816,559 (2011 £851,566) which is dealt with in the financial statements of the parent company

## Alexander Forbes UK Direct Limited Consolidated Balance Sheet Registered Number: 3886401

as at 31 March 2012

	Notes	2012	2011
		£	£
Fixed assets			
Tangible assets	6	6,018	4,309
Current assets			
Stocks	8	426	18,052
Debtors	9	10,711	12,085
Cash at bank and in hand		441,510	443,067
		452,647	473,204
Creditors: amounts falling due with	un		
one year	10	(290,064)	(309,336)
Net current assets		162,583	163,868
Net assets		168,601	168,177
Capital and reserves			
Called up share capital	11	1,087	1,087
Profit and loss account	12	167,514	167,090
Equity shareholders' funds	14	168,601	168,177

The financial statements on pages 7 to 17 were approved by the Board of Directors on 200 and signed on its behalf by

S Foster Director

**24th** May 2012

## Alexander Forbes UK Direct Limited Company Balance Sheet Registered Number: 3886401

as at 31 March 2012

	Notes	2012	2011
		£	£
Fixed assets			
Tangible assets	6	6,018	4,309
Investments	7	1	1
		6,019	4,310
Current assets			
Stocks	8	426	18,052
Debtors	9	10,711	12,085
Cash at bank and in hand		411,535	410,951
		422,672	441,088
Creditors: amounts falling due with	in		
one year	10	(274,858)	(292,924)
Net current assets		147,814	148,164
Net assets		153,833	152,474
Capital and reserves			
Called up share capital	11	1,087	1,087
Profit and loss account	12	152,746	151,387
Equity shareholders'	14	153,833	152,474

The financial statements on page 7 to 17 were approved by the Board of Directors on 24 May 2012 and signed on its behalf by

 $S\ Foster$ 

Director

**24** May 2012

## Alexander Forbes UK Direct Limited Consolidated Cash Flow Statement for the year ended 31 March 2012

	Notes	2012	2011
		£	£
Reconciliation of operating profit to net cash			
inflow from operating activities			
Operating profit		1,102,217	1,179,486
Depicciation charges		3,516	5,301
Decrease/(increase) in stocks		17,626	(66)
Decrease/(increase) in debtois		1,374	(2,333)
(Decrease)/increase in creditors		(4,037)	12,401
Net cash inflow from operating activities		1,120,696	1,194,789
There as it minow from operating activities			1,124,702
CASH FLOW STATEMENT			
Net cash inflow from operating activities		1,120,696	1,194,789
Returns on investments and servicing of finance	15	357	463
Actumo on investments and servicing of manee	15	337	103
Taxation		(302,385)	(312,817)
	45	(F 00F)	(2.50.4)
Capital expenditure	15	(5,225)	(3,596)
		813,443	878,839
Equity dividends paid		(815,000)	(875,000)
1		(1,557)	3,839
		(4 ===	
(Decrease)/increase in cash		<u>(1,557)</u>	3,839
Reconciliation of net cash flow to movement in ne	et debt		
(Decuses) (unamposed to pools to the more of		/1 EET\	2 020
(Decrease)/increase in cash in the period		(1,557)	3,839
Change in net debt	16	(1,557)	3,839
Net funds at 1 April		443,067	439,228
Net funds at 31 March		441,510	443,067

#### 1 Accounting policies

#### Basis of accounting

These financial statements are prepared under the historical cost convention in accordance with the Companies Act 2006 and applicable accounting standards. The Company has adopted the requirements of all relevant accounting standards, including those issued during the year and effective 31 March 2012. The principal accounting policies are set out below

#### Basis of consolidation

The consolidated financial statements incorporate the results of Alexander Forbes UK Direct Limited and all of its subsidiary undertakings as at 31 March 2012 using the acquisition method of accounting

## New accounting policies

No new accounting policies were adopted during the current period

#### Stock

Stocks are held at the lower of cost and valuation

#### Investments in subsidiaries

Investments are stated at cost, unless then value has been impaired in which case they are valued at their realisable value or value in use as appropriate

## Turnover and recognition of insurance premium

Commissions receivable on the sale of insurance policies are recognised as revenue upon receipt and commencement of the ielevant underlying insurance contracts. Insurance premiums are recognised in the balance sheet as each with corresponding creditor balances, upon receipt

Prior to receipt no amounts are recognised for insurance premiums receivable since the Group is not a principal to the underlying insurance contracts. No amounts are deferred as the Group has no ongoing servicing obligations in relation to commission receivable.

#### Income from investments in Group undertakings

Income from investments in Group undertakings is recognised when the right to receive payment is established

## Dividends

Dividends receivable are recognised when the obligation to make payment to the Shareholders is established Dividends payable are recognised when the obligation to make payment to Shareholders is established

#### Tangible fixed assets

Fixed assets are stated at cost. The cost of tangible assets is written off on a straight line basis over their expected useful lives as follows

Fixtures and fittings - 4 years

Computer hardware - 3 years

Computer software costs - written off in the year of purchase

The useful economic life of fixtures and fittings has been reviewed and revised from 7 to 4 years during the period

#### Leases

The only lease held is an operating lease. The annual rentals are charged to profit and loss account on a straight-line basis over the term of the lease.

#### Deferred taxation

The charge for ordinary taxation is based on the profits for the year Full provision is made for deferred tax assets and liabilities arising from timing differences between the recognition of gains and losses in the accounts and their recognition in a tax computation, as required by Financial Reporting Standard 19 Deferred tax is measured in the financial statements on a non-discounted basis

#### 2 Turnover

Turnover is attributable to the principal activity of piomotion and administration of insurance products. The Group operates in the UK and the whole of its turnover is in the UK market.

3	Operating Profit	2012	2011
	This is stated after charging	£	£
	Depreciation of owned fixed assets Operating lease rentals - land buildings	3,516 12,000	5,301 12,000
	Auditors' remuneration - for audit fees	13,974	13,600
	Non Executive Directors fees	10,000	10,000

## 4 Employee information

The Company has no employees Staff costs were borne by Alexander Forbes Services Limited Alexander Forbes Services Limited is a fellow group undertaking and recharged staff costs to the Company as management fees Details of employees and employee related costs, including pension costs, are shown in the financial statements of that company

5	Taxation	2012 £	2011 £
	Current tax		
	UK Corporation tax on profits for the period	286,609	331,4 <del>4</del> 5
	Adjustments in respect of previous periods	418	(65)
	,	287,027	331,380
	Deferred tax	_	
	Origination and reversal of timing differences	124	(445)
	Tax on profit on ordinary activities	287,151	330,935
	Factors affecting tax charge for period		
	The differences between the tax assessed for the period and the standard explained as follows	d rate of corpo	ration tax are

	2012	2011
	£	£
Profit on ordinary activities before tax	1,102,574	1,179,949
Standard rate of corporation tax in the UK	26%	28%
	£	£
Profit on ordinary activities multiplied by the standard rate of corporation		
tax	286,670	330,387
Effects of		
Expenses not deductible for tax purposes	-	590
Depreciation in excess of capital allowances	28	592
Utilisation of tax losses	(89)	(124)
Adjustments to tax charge in respect of previous periods	418	(65)
Current tax charge for period	287,027	331,380

## 6 Tangible fixed assets

	Computer hardware	Computer software	Fixtures and fittings	Total
<b>C</b> .	£	£	£	£
Cost At 1 April 2011	28,149	6,172	1,859	36,180
Additions	20,147		5,225	5,225
At 31 March 2012	28,149	6,172	7,084	41,405
Depreciation				
At 1 April 2011	23,840	6,172	1,859	31,871
Charge for the year	2,210		1,306	3,516
At 31 March 2012	26,050	6,172	3,165	35,387
Net book value				
At 31 March 2012	2,099		3,919	6,018
At 31 March 2011	4,309			4,309

7	Investments in subsidiary undertakings	2012 £	2011 £
	Group - Goodwill	~	~
	Cost		
	At 1 April and at 31 March	83,300	83,300
	Impairment		
	At 1 April and at 31 March	(83,300)	(83,300)
	Net book value		
	At 1 April and at 31 Maich		
	Company - Investment		
	At 1 April and at 31 March		1
	•		
	Investment relates to 100% holding in Media Insurance Services UK limited, the UK	а сотрапу іпсогр	orated in
8	Stocks - Group and company	2012	2011
		£	£
	Finished goods	426	18,052
	The difference between historical cost and their replacement cost is not mater	nal	
9	Debtors	2012	2011
-		£	£
	Group		
	Amounts owed by group undertakings	1,008	1,458
	Defend tax asset	1,827	1,951
	Prepayments and accrued income	7,876	8,676
		10,711	12,085
	Company	1,008	1 450
	Amounts owed by group undertakings  Deferred tax asset	1,827	1,458 1,951
	Prepayments and accrued income	7,876	8,676
	repujitemo una necrue medie	10,711	12,085
			<del></del> _
	Amounts owing by group undertakings are unsecured, interest free and with i	no fixed terms of i	redemption
	The deferred tax movement can be analysed as follows	2012	2011
		£	£
	Accelerated capital allowances	1,827	1,951
	Deferred tax asset	1,827	1,951
	At 1 April 2011	1,951	1,505
	Short term timing differences	28	592
	Effect of tax rate change on opening balances	(152)	(146)
	At 31 March 2012	1,827	1,951

2012, deferred tax balances have been remeasured. Deferred tax relating to temporary differences have

charge to profit and loss account of £152

10 Creditors, amounts falling due within one year	2012	2011
	£	£
Group		
Tiade cieditors	145,071	143,728
Amounts due to group undertakings	383	5,497
Corpolation tax	144,610	159,845
Other taxes and social security costs		266
	290,064	309,336
Company		
Trade cieditors	140,263	139,002
Amounts due to group undertakings	386	5,497
Corporation tax	134,209	148,159
Other taxes and social security costs		266
	274,858	292,924

Amounts owing to group undertakings are unsecured, interest free and with no fixed terms of redemption

11 Share capital	2012	2011
•	£	£
50,010 'A' Ordinary shares of £0.01 each	500	500
49,990 'B' Ordinary shares of £0 01 each	500	500
8,670 'C' Ordinary shares of £0.01 each	87	87
	1,087	1,087

The 50,010 'A' ordinary shares are held by Alexander Forbes Media Holdings Limited, the 49,990 'B' ordinary shares are held by Mr Roderick Redding and the 8,670 'C' shares are held by Alexander Forbes International Limited (7,460 shares) Mr Leon Lewis (605 shares) and Caberfeidh Investments Limited (605 shares)

The 'A' and 'B' ordinary shares have equivalent rights and entitlements, including voting rights and rights to dividends. The 'C' ordinary shares are not entitled to receive notice, attend or vote at general meetings of the Company

12 Profit and loss account	2012 £	2011 £
Group		
At 1 April	167,091	193,076
Profit for the financial year	815,423	849,014
Dividends	(815,000)	(875,000)
At 31 March	167,514	167,090
Company		
At 1 April	151,387	174,821
Profit for the financial year	816,359	851,566
Dividends	(815,000)	(875,000)
At 31 March	152,746	151,387

			£	£
Dividends paid			815,000	875,000
Reconciliation of movement in Sharehold	er's funds and r	eserves	2012 £	2011 £
Group			4 < 0.480	
-			·	194,163
•			-	849,014 (875,000)
At 31 March			168,601	168,177
Company				
-				175,908
				851,566
				(875,000)
At 31 March			153,833	152,474
Gross cash flows  Returns on investments and servicing of f	inance		2012 £	2011 £
Interest received			357	463
Capital expenditure				
Payments to acquire tangible fixed assets			(5,225)	(3,596)
Annal and of all and an area delete				
Analysis of changes in het debt	At 1 Apeil	Cash flows	Non-cash	At 31 March
	2011	Casii ilows		2012
	£	£	£	£
Cash at bank and in hand	443,067	(1,557)	-	441,510
Total	443,067	(1,557)		441,510
	Reconciliation of movement in Shareholds Group At 1 April Profit for the financial year Dividends At 31 March  Company At 1 April Profit for the financial year Dividends At 31 March  Gross cash flows  Returns on investments and servicing of it Interest received  Capital expenditure Payments to acquire tangible fixed assets  Analysis of changes in net debt  Cash at bank and in hand	Reconciliation of movement in Shareholder's funds and reforming the financial year Dividends At 31 March  Company At 1 April Profit for the financial year Dividends At 31 March  Gross cash flows  Returns on investments and servicing of finance Interest received  Capital expenditure Payments to acquire tangible fixed assets  Analysis of changes in net debt  At 1 April 2011 £ Cash at bank and in hand  443,067	Reconciliation of movement in Shareholder's funds and reserves  Group At 1 April Profit for the financial year Dividends At 31 March  Company At 1 April Profit for the financial year Dividends At 31 March  Gross cash flows  Returns on investments and servicing of finance Interest received  Capital expenditure Payments to acquire tangible fixed assets  Analysis of changes in net debt  At 1 April  At 1 April  Cash flows  2011  £ £ £ Cash at bank and in hand  443,067 (1,557)	Reconciliation of movement in Shareholder's funds and reserves  Group  At 1 April

At 31 March 2011 and 31 March 2012 the Company was committed to making the following payments during the next year in respect of these leases

	Land and buildings 2012	Land and buildings 2011
Operating leases which expire	£	£
within two to five years	15,000	-
in over five years		15,000
*	15,000	15,000

## 18 Related party transactions

During the year the following transactions occurred with related Group Companies

	Media Insurance Services UK Limited	Media Insurance Services Limited	Alexander Forbes Services Limited	Alexander Forbes Consultants & Actuaries Limited	Alexander Forbes International Limited
Amounts due from/(to) related party at 1 April 2011	-	1,458	-	(391)	**
Taxation & Operating expenses recharged from Company	82,327	60,516	2,891	-	-
Taxation & Operating expenses recharged to Company		(71,652)	(263,054)	(383)	(38,260)
Dividend received	59,000	-	-	-	-
Inter company settlement outstanding balances	(141,330)	10,686	260,163	391	38,260
Amounts due from related party at 31 March 2012	(3)	1,008		(383)	

During the year payments of £55,478 (2011 £59,111) were made to a shareholder, R Redding, in relation to consultancy services provided to the Company

## 19 Ultimate Parent Company and Controlling Party

The Company's immediate parent company at 31 March 2012 was Alexander Forbes Media Holdings Limited, which is registered in England and Wales The Company's ultimate parent company and controlling party at 31 March 2012 was Alexander Forbes Equity Holdings (Pty) Limited, a company registered in South Africa

The largest and smallest groups for which group accounts are prepared and of which the Company is a member is as follows

Name	Largest Alexander Forbes Equity Holdings (Pty) Limited	Smallest Alexander Forbes Limited
Country of incorporation	South Africa	South Africa
Address from which copies of the group accounts can be obtained	61 Katherme Street Sandown 2196 South Africa	61 Katherine Street Sandown 2196 South Africa