Directors' report and financial statements

for the year ended 31 May 2006







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## **Company information**

Directors K Davie

K Whittle R Young D C Davison A Adam J Grady

R M Marshall appointed 1 June 2005 A C Whitehill appointed 1 June 2005

Secretary R Young

Company number SC206834

Auditors Barrie Scott Limited

16 18 Weir Street

FALKIRK FK1 1RA

Business address Davidson House

57 Queen Charlotte Street

Edinburgh EH6 7YD

Bankers Clydesdale Bank plc

4 Bernard Street

Leith Edinburgh EH6 6PX

## **Contents**

	Page
Directors' report	1 2
Auditors' report	3 4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8 19

## Directors' report for the year ended 31 May 2006

The directors present their report and the financial statements for the year ended 31 May 2006

#### Principal activity and review of the business

The principal activity of the company is that of general insurance brokers. There has been no change to the core activity during the year

As shown on the profit and loss account on page 5, turnover and profit have increased. The directors note that the insurance market remains highly competitive and it is likely that margins will continue to be squeezed.

The company is well placed to manage the risks inherent in the issues identified above and will continue to recruit and train high quality experienced staff

#### Results and dividends

The profit for the year, after taxation, amounted to £30,443 Particulars of dividends paid and proposed are detailed in the notes to the financial statements

#### Directors and their interests

The directors who served during the year and their interests in the company are as stated below

		Class of share	31/05/06	01/06/05 or date of appointment
K Davie K Whittle R Young D C Davison A Hardie	resigned 28 December 2005	Ordinary shares Ordinary shares Ordinary shares Ordinary shares Ordinary shares	55,923	55,923
A Adam J Grady R M Marshall A C Whitehill	appointed 1 June 2005 appointed 1 June 2005	<u> </u>		

#### 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) The financial statements are required by law to give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that year In preparing these the directors are required to

select suitable accounting policies and apply them consistently, make judgements and estimates that are reasonable and prudent,

# Directors' report for the year ended 31 May 2006

continued

state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,

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 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.

The directors of a company must, in determining how amounts are presented within items in the profit and loss account and balance sheet, have regard to the substance of the reported transaction or arrangement, in accordance with generally accepted accounting principles and practice

#### Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Barrie Scott Limited be reappointed as auditors of the company will be put to the Annual General Meeting

This report was approved by the Board on 28 March 2007 and signed on its behalf by

R Young Secretary

## Independent auditors' report to the shareholders of J W GROUP INSURANCE & RISK MANAGERS LIMITED

We have audited the financial statements of J W GROUP INSURANCE & RISK MANAGERS LIMITED for the year ended 31 May 2006 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

#### Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 whether in our opinion the information given in the directors' report is consistent with the financial statements. In addition we report to you if, in our opinion, 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 other transactions 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

#### 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.

## Independent auditors' report to the shareholders of J W GROUP INSURANCE & RISK MANAGERS

#### 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 31 May 2006 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985

Barrie Scott Limited Chartered Accountants and Registered auditors 28 March 2007 16 18 Weir Street FALKIRK FK1 1RA

# Profit and loss account for the year ended 31 May 2006

		Continuing operations	
		2006	2005
	Notes	£	£
Turnover	2	3,904,050	2,992,184
Administrative expenses Other operating income		(3,884,586) 8,666	(2,996,948)
Operating profit/(loss)	3	28,130	(4,764)
Other interest receivable and			
sımılar ıncome	4	64,225	47,399
Interest payable and similar charges	5	(18,519)	(14,096)
Profit on ordinary			
activities before taxation		73,836	28,539
Tax on profit on ordinary activities	8	(43,393)	(16,742)
Profit on ordinary			
activities after taxation		30,443	11,797
Retained profit for the year	19	30,443	11,797

There are no recognised gains or losses other than the profit or loss for the above two financial years

# Balance sheet as at 31 May 2006

		20	06	20	05
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		740,000		630,499
Tangible assets	11		261,201		320,207
Investments	12		3,676		3,676
			1,004,877		954,382
Current assets					
Debtors	13	1,346,248		1,294,396	
Cash at bank and in hand		2,495,704		2,113,623	
		3,841,952		3,408,019	
Creditors: amounts falling		, ,			
due within one year	14	(3,773,272)		(3,177,731)	
Net current assets			68,680		230,288
Total assets less current					
liabilities			1,073,557		1,184,670
Creditors: amounts falling due					
after more than one year	15		(105,586)		(325,765)
Provisions for habilities	16		(9,250)		(9,250)
Net assets			958,721		849,655
Capital and reserves					
Called up share capital	18		675,079		657,923
Share premium account	19		212,289		145,037
Profit and loss account	19		71,353		46,695
Equity shareholders' funds	20		958,721		849,655
- ·					

The financial statements were approved by the Board on

and signed on its behalf by

K Davie Director

The notes on pages 8 to 19 form an integral part of these financial statements.

# Cash flow statement for the year ended 31 May 2006

	Notes	2006 £	2005 £
	Notes	L	I.
Reconciliation of operating profit/(loss) to net cash inflow from operating activities			
Operating profit/(loss)		28,130	(4,764)
Depreciation		405,210	292,451
(Increase) in debtors		(51,852)	(276,432)
Increase in creditors		52,057	821,507
Net cash inflow from operating activities		433,545	832,762
Cash flow statement			
Net cash inflow from operating activities		433,545	832,762
Returns on investments and servicing of finance	23	45,706	33,303
Taxation	23	(19,319)	(11,072)
Capital expenditure	23	(406,188)	(343,140)
		53,744	511,853
Equity dividends paid		(5,785)	(5,016)
		47,959	506,837
Financing	23	(85,337)	291,782
Decrease in cash in the year		(37,378)	798,619
Reconciliation of net cash flow to movement in net	funds (Note 24)		
Decrease in cash in the year		(37,378)	798,619
Cash outflow from increase in debts and lease financing	ıg	169,745	(233,732)
Change in net funds resulting from cash flows		132,367	564,887
New finance leases and hire purchase contracts		(49,517)	(78,397)
Movement in net funds in the year		82,850	486,490
Net funds at 1 June 2005		1,426,923	940,433
Net funds at 31 May 2006		1,509,773	1,426,923

## Notes to the financial statements for the year ended 31 May 2006

#### 1. Accounting policies

#### 1.1. Accounting convention

The company has consistently applied all relevant accounting standards

#### 1.2. Changes in accounting policy

In preparing the financial statements for the current year, the company has adopted the following Financial Reporting Standards

FRS 25 (IAS 32) Financial Instruments Disclosure and Presentation

The treatment of dividends was changed by FRS 25 Dividends relating to ordinary shares are no longer charged to the profit and loss account as an expense but are debited directly to reserves

#### 1.3. Turnover

Turnover is the gross amount receivable by the company in the ordinary course of business for management fees charged to other group companies and commissions receivable from financial organisations in respect of contracts completed with them on behalf of the company's clients Commission income is taken into account when the contract to which it relates is deemed to be completed

#### 1.4. Goodwill

Goodwill which was created as a direct result of the merger of the business interests of Jacob Whittle Partnership and Carlyle Insurance & Financial Services Limited on the 1 June 2002 is written off in equal annual instalments over its estimated useful economic life of 20 years. Goodwill which has arisen as a direct result of business purchase is written off over varying periods of 2 years and 4 years.

### 1.5. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Fixtures, fittings

and equipment

25% straight line

Motor vehicles

25% straight line

#### 1.6. Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated as above. 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 constant periodic rates of charge on the net obligations outstanding in each period.

# Notes to the financial statements for the year ended 31 May 2006

continued

#### 1.7. Investments

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

#### 1.8. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year

#### 1.9. 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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,

Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable,

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### 1.10. Financial instruments

Financial instruments are classified and accounted for, according to the substance of contractual arrangement, as either financial assets, financial liabilities or equity instruments, as defined in FRS 25, Financial Instruments Disclosure and Presentation. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities

### 2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK

# Notes to the financial statements for the year ended 31 May 2006

## . continued

3.	Operating profit/(loss)	2006 £	2005 £
	Operating profit/(loss) is stated after charging		
	Depreciation and other amounts written off intangible assets	238,001	150,499
	Depreciation and other amounts written off tangible assets	166,405	133,920
	Loss on disposal of tangible fixed assets	804	8,032
	Operating lease rentals		
	Office equipment	773	2,557
	Auditors' remuneration	3,500	======
4.	Interest receivable and similar income	2006	2005
		£	£
	Bank interest	64,225	47,399
5.	Interest payable and similar charges	2006	2005
		£	£
	Bank interest	1,710	834
	Hire purchase interest	16,600	13,262
	On overdue tax	209	
		18,519	14,096
6.	Employees		
	Number of employees	2006	2005
	The average monthly numbers of employees		
	(including the directors) during the year were		
	Staff	<u>102</u>	83
	Employment costs	2006	2005
		£	£
	Wages and salaries	2,024,111	1,441,733
	Social security costs	197,671	140,720
	Pension costs other operating charge	121,318	88,308
		2,343,100	1,670,761

## Notes to the financial statements for the year ended 31 May 2006

continued

6.1.	Directors' emoluments	2006	2005
		£	£
	Remuneration and other emoluments	352,272	128,297

#### 7. Pension costs

The company operates a defined contribution pension scheme in respect of the employees. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £121,318

#### 8. Tax on profit on ordinary activities

Analysis of charge in period	2006 £	2005 £
Current tax	æ.	*
UK corporation tax	46,691	12,675
Adjustments in respect of previous periods	(3,298)	4,067
	43,393	16,742

### Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30 per cent) The differences are explained below

	2006 £	2005 £
Profit on ordinary activities before taxation	73,836	28,539
Profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 30% (31 May 2005 19%)	22,151	5,422
Effects of:		
Expenses not deductible for tax purposes	41,015	19,232
Capital allowances for period in excess of depreciation	(16,475)	(11,979)
Adjustments to tax charge in respect of previous periods	(3,298)	4,067
Current tax charge for period	43,393	16,742
		<del></del>

# Notes to the financial statements for the year ended 31 May 2006

continued

At 31 May 2005

## 9. Dividends

10.

Dividends paid and proposed on equity shares		
	2006	2005
	£	£
Paid during the year	5 50 5	* 01.5
Equity dividends on Ordinary shares	5,785	5,016
	5,785	5,016
Intensible fixed assets		
Intangible fixed assets	Goodwill	Total
	£	£
Cost		
At 1 June 2005	840,998	840,998
Additions	347,502	347,502
At 31 May 2006	1,188,500	1,188,500
Provision for		
diminution in value At 1 June 2005	210,499	210,499
Charge for year	238,001	238,001
•	<del></del>	
At 31 May 2006	448,500	448,500
Net book values		
At 31 May 2006	740,000	740,000

630,499

630,499

# Notes to the financial statements for the year ended 31 May 2006

continued

11.	Tangible fixed assets	Fixtures, fittings and equipment £	Motor vehicles £	Total
	Cost			
	At 1 June 2005	490,365	109,010	599,375
	Additions	68,748	47,955	116,703
	Disposals		(23,914)	(23,914)
	At 31 May 2006	559,113	133,051	692,164
	Depreciation	<del></del>		<del></del> -
	At 1 June 2005	234,068	45,100	279,168
	On disposals		(14,610)	(14,610)
	Charge for the year	132,740	33,665	166,405
	At 31 May 2006	366,808	64,155	430,963
	Net book values			
	At 31 May 2006	192,305	68,896	261,201
	At 31 May 2005	256,297	63,910	320,207

Included above are assets held under finance leases or hire purchase contracts as follows

	2006		2005	
Asset description	Net book value £	Depreciation charge	Net book value £	Depreciation charge
Equipment	67,074	77,298	130,291	68,894
Motor vehicles	68,893	33,271	57,229	25,061
	135,967	110,569	187,520	93,955

# Notes to the financial statements for the year ended 31 May 2006

continued

12.	Fixed asset investments	Subsidiary undertakings shares £	Listed investments £	Total £
	Cost			
	At 1 June 2005			
	At 31 May 2006	80	3,596	3,676
	Net book values			
	At 31 May 2006	80	3,596	3,676
	At 31 May 2005	80	3,596	3,676

## 12.1. Holdings of 20% or more

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

Company	Country of registration or incorporation	Nature of business	Shares held class	Proportion of shares held
Subsidiary undertaking J W Group Inspection Serv	nces Scotland	Inspection services	Ordinary	80%

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	(Loss) for the year	
	J W Group Inspection Services Limited	9,791	(12,585	<b>)</b>
13.	Debtors		2006 £	2005 £
	Trade debtors		1,132,983	934,875
	Amounts owed by group undertakings		128,677	336,503
	Other debtors		36,101	1,742
	Prepayments and accrued income		48,487	21,276
			1,346,248	1,294,396

# Notes to the financial statements for the year ended 31 May 2006

#### continued

14.	Creditors: amounts falling due within one year	2006 £	2005 £
	Bank overdraft	812,044	192,586
	Loan		100,000
	Net obligations under finance leases		
	and hire purchase contracts	68,300	68,348
	Trade creditors	2,561,421	2,406,589
	Amounts owed to group undertaking	110,622	110,702
	Amounts owed to participating interest	8,305	8,305
	Corporation tax	46,691	22,617
	Other taxes and social security costs	55,621	49,811
	Directors' accounts	13,195	13,195
	Other creditors	43,389	135,989
	Accruals and deferred income	53,684	69,589
		3,773,272	3,177,731

The Clydesdale Bank plc has a floating charge for all sums due or to become due together with cross guarantee between J W Group Insurance & Risk Managers Limited and J W Group Limited

15.	Creditors: amounts falling due after more than one year	2006 £	2005 £
	Loan		200,000
	Net obligations under finance leases		,
	and hire purchase contracts	105,586	125,765
		105,586	325,765
	Net obligations under finance leases		
	and hire purchase contracts	(50.000)	((0.0.40)
	Repayable within one year	(68,300)	(68,348)
	Repayable between one and five years	(105,586)	(125,765)
		(173,886)	(194,113)

# Notes to the financial statements for the year ended 31 May 2006

continued

## 16. Provisions for liabilities

		Deferred taxation (Note 17) £	Total £
	At 1 June 2005	9,250	9,250
	At 31 May 2006	9,250	9,250
17.	Provision for deferred taxation	2006	2005
		£	£
	Accelerated capital allowances	9,250	9,250
	Provision at 1 June 2005	9,250	
	Provision at 31 May 2006	9,250	
18.	Share capital	2006 £	2005 £
	Authorised equity		65 <b>=</b> 000
	1,000,000 Ordinary shares of £1 each	1,000,000	657,923
	Allotted, called up and fully paid equity 675,079 Ordinary shares of £1 each	675,079	657,923
	Equity Shares		
	675,079 Ordinary shares of £1 each	675,079	657,923

## Notes to the financial statements for the year ended 31 May 2006

continued

19.	Equity Reserves	Share premium account £	Profit and loss account £	Total £
	At 1 June 2005	145,037	46,695	191,732
	Premium on issue of shares	67,252		67,252
	Retained profit for the year		30,443	30,443
	Equity Dividends		(5,785)	(5,785)
	At 31 May 2006	212,289	71,353	283,642
20.	Reconciliation of movements in shareholders' funds		2006 £	2005 £
	Profit for the year		30,443	11,797
	Dividends		(5,785)	(5,016)
			24,658	6,781
	Net proceeds of equity share issue		84,408	54,672
	Net addition to shareholders' funds		109,066	61,453
	Opening shareholders' funds		849,655	788,202
	Closing shareholders' funds		958,721	849,655

#### 21. Related party transactions

The J W Group Limited and its directors are deemed to be related parties by virtue of the fact that they have influence over the operating and financial policies of the company. During the year there were the following related party transactions to be disclosed the company contributed towards the running costs of J W Group Limited, with the J W Group Limited charging a management charge of £314,000 (2005 £288,000). At the year end the J W Group Limited owed J W Group Insurance & Risk Managers Limited £28,756 (2005 £336503).

#### 22. Ultimate parent undertaking

The company's ultimate parent undertaking is J W Group Limited, a company incorporated in Scotland

# Notes to the financial statements for the year ended 31 May 2006

continued

## 23. Gross cash flows

	2006	2005
	£	£
Returns on investments and servicing of finance		
Interest received	64,225	47,399
Interest paid	(18,519)	(2,917)
Interest element of finance lease rental payments		(11,179)
	45,706	33,303
Taxation		=
Corporation tax paid	(19,319)	(11,072)
Capital expenditure	===	
Payments to acquire intangible assets	(347,502)	(240,998)
Payments to acquire tangible assets	(67,186)	(108,156)
Receipts from sales of tangible assets	8,500	6,014
	(406,188)	(343,140)
Financing	<del></del>	
Issue of ordinary share capital	84,408	54,672
Other new long term loans	200,000	200,000
Other new short term loans		100,000
Repayment of other long term loans	(200,000)	
Repayment of other short term loans	(100,000)	
Capital element of finance leases and hire purchase contracts	(6,347)	(12,087)
Capital element of finance lease contracts	(63,398)	(50,803)
	(85,337)	291,782

# Notes to the financial statements for the year ended 31 May 2006

continued

## 24. Analysis of changes in net funds

	Opening balance	Cash flows	Other changes	Closing balance
	£	£	£	£
Cash at bank and in hand Overdrafts	2,113,623 (192,586)	382,081 (619,458)		2,495,704 (812,044)
	1,921,037	(237,377)		1,683,660
Debt due within one year  Debt due after one year  Finance leases and hire purchase contracts	(100,000) (200,000) (194,114)	100,000	200,000 (49,517)	(173,886)
	(494,114)	169,745	150,483	(173,886)
Net funds	1,426,923	(67,632)	150,483	1,509,774