REGISTERED NUMBER: 1160766

DOUGLAS DEAKIN YOUNG LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31 MARCH 1995

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## REPORT AND ACCOUNTS

## YEAR ENDED 31 MARCH 1995

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### OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

MRS E.L. BOTTING (CHAIRMAN)

A.T.N. WARNER

(MANAGING)

A.C. MARR

R.H. AULT

L. FITZPATRICK

M. HAWKINS

SECRETARY:

R.H. AULT

REGISTERED OFFICE:

22-25a Sackville Street,

London, W1X 2DH

AUDITORS:

SAMPSON WEST

Registered Auditors Chartered Accountants

BANKERS:

NATIONAL WESTMINSTER BANK PLC

REGULATOR:

PERSONAL INVESTMENT AUTHORITY

#### DIRECTORS' REPORT

The Directors present their annual report and audited accounts for the year ended 31 March 1995.

### 1. Review of the business

The principal activities of the Company are investment management, personal financial planning, pension and taxation consultancy and providing payroll services.

Turnover for the year decreased by £125,102. Retained profit increased by £18,708 to £575,785. The Directors expect the general level of activity to continue for the foreseeable future.

## 2. Results and Dividend

The results for the year ended 31 March 1995 are shown on page 5.

In the opinion of the Directors the results for the year were satisfactory.

The Directors do not recommend a dividend.

### Directors and their interests

The present membership of the board is set out on page 1.

The persons who served as Directors throughout the year except where shown otherwise, and their interests, as defined by the Companies Act 1985, in the shares of the Company, were as follows:

	Orc	Ordinary Shares of £1 each		
		Non		Non
	Beneficial	Beneficial 1	Beneficial	Beneficial
		A	t Date of 2	Appointment
			or if	later:
	31.3.95	31.3.95	31.3.94	31.3.94
Mrs E.L. Botting	46,157	<del></del>	46,157	_
A.T.N. Warner	25,230	10,800	30,230	5,200
A.C. Marr	9,756	<del>-</del>	10,356	
R.H. Ault (apptd 12 May 1		-	800	_
L. Fitzpatrick(apptd 12 May 1		-	443	_
M. Hawkins (apptd 12 May 1	994) 2,053	-	2,053	-
	84,439	10,800	90,039	5,200
	=====	=====	======	=====

### DIRECTORS' REPORT (Continued)

### 4. Fixed Assets

Information relating to changes in tangible fixed assets is given in note 7 to the financial statements.

#### 5. <u>Charitable Contribution</u>

During the year the Company made charitable donations of £825 (1994 - £73).

### 6. <u>Close Company Status</u>

In the opinion of the Directors, the Company is a close company as defined by the provisions of the Income and Corporation Taxes Act 1988.

#### 7. Auditors

The company passed an Elective Resolution on 26 June 1990 in accordance with Section 386 of the Companies Act 1985 dispensing with the obligation to appoint auditors annually and accordingly Sampson West shall remain in office until the company or Sampson West otherwise determine.

### 8. <u>Statement of Directors' Responsibilities</u>

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They 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.

Douglas Deakin Young Limited 22-25a Sackville Street, London W1X 2DH BY ORDER OF THE BOARD
R.H. AULT
Secretary
20 July 1995

### REPORT OF THE AUDITORS

#### TO THE MEMBERS OF

#### DOUGLAS DEAKIN YOUNG LIMITED

We have audited the financial statements set out on pages 5 to 14 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 and 9.

## Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### Basis of opinion

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

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

#### Opinion

In our opinion, the financial statements give a true and fair view of the state of the Company's affairs at 31 March 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

45 Bedford Row London WC1R 4LR

SAMPSON WEST Registered Auditors Chartered Accountants 21 July 1995

## PROFIT AND LOSS ACCOUNT

## FOR THE YEAR ENDED 31 MARCH 1995

		•	
	Notes	<u>1995</u> £	<u>1994</u>
Turnover		1,335,128	£ 1,460,230
Change in work in progress		(1,891) 1,333,237	1,565 1,461,795
Other operating income	2	1,333,237	22,394 1,484,184
Staff costs	3	<u>(913,889)</u> 419,348	<u>(896,350</u> ) 587,839
Depreciation and other amounts		• • • • •	33.733
written off tangible fixed assets		<u>(58,328)</u> 361,020	<u>(54,983)</u> 532,856
Other operating charges	4	<u>(348,687)</u> 12,333	<u>(377,863)</u> 154,993
Income from fixed asset investments		6,788 19,121	1,067 156,060
Other interest receivable and similar inco	me	22,867	23,689
Profit on ordinary activities before taxat	ion	41,988	179,749
Taxation on profit on ordinary activities	6	(23,280)	(42,334)
Profit for the financial year		18,708	137,415
Less dividends paid	12	)	(38,773)
Retained profit for the year		18,708	98,642
Retained profit brought forward		557,077	458,435
Retained profit carried forward		575,785 ======	557,077

## CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current or previous year.

## TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current or previous year.

The accompanying notes are an integral part of these financial statements.

### BALANCE SHEET

## 31 MARCH 1995

	Notes	<u>1995</u>	<u>1994</u>
Fixed Assets		£	£
Tangible Assets	7	95,242	95,887
Investments	8	73,509	50,172
Current Assets		168,751	146,059
Work in progress		7,138	9,029
Debtors	9	182,095	217,591
Cash at bank and in hand	10	<u>490,354</u>	498,704
		679,587	725,324
Creditors: Amounts falling due	•		
within one year	11	( <u>170,259</u> )	(212,012)
Net Current Assets		509,328	513,312
Total Assets less Current Liab	oilities	678,079	659,371
		=====	======
Capital and Reserves			
Called-up share capital	13	100,000	100,000
Share Premium Account		1,460	1,460
Capital Redemption Reserve		834	834
Retained profit		<u>575,785</u>	<u>557,077</u>
		678,079	659,371
•			======

The financial statements were approved by the Directors on 20 July 1995

A.T.N. Warner

Director

The accompanying notes are an integral part of these financial statements.

## CASH FLOW STATEMENT

# FOR THE YEAR ENDED 31 MARCH 1995

	<u>.1</u>	99 <u>5</u>	1994 £
Net Cash inflow from operating activities	~	82,680	221,904
Returns on investments and servicing of finance Interest received Dividends received Dividends paid	22,867 6,788		23,689 1,067 (38,773)
Net cash inflow/(outflow) from returns on investments and servicing of finance		29,655	<u>(14,017</u> )
Taxation Corporation tax paid (including ACT)	(39,665)		
Tax paid		(39,665)	(42,383)
Investing activities  Payments to acquire investments  Payments to acquire tangible fixed assets  Receipts from sales of tangible fixed assets  Receipts from sales of investments	(26,462) (57,683) - 3,125		(14,164) (109,849) 19,575 138,735
Net cash (outflow)/inflow from investing activities		(81,020)	34,297
(Decrease)/Increase in cash and cash equivalents		(8,350) ======	199,801
Notes to the cash flow statement  1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES  Profit on ordinary activities before taxatic Non operating income Operating profit Loss/(Profit) on Disposal of Fixed Assets Profit on Disposal of Investments Depreciation charges Decrease/(Increase) in Work in progress Decrease in debtors (excl CT & ACT) (Decrease)/Increase in creditors (excl CT & Net cash inflow from operating activities	ACT)	£ 41,988 (29,655) 12,333 89 - 58,239 1,891 24,205 (14,077) 82,680 ======	154,993 (14,203) (8,191) 54,983 (1,565) 7,027
2. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALEN DURING THE YEAR Balance at 1 April 1994 Net cash (outflow)/inflow Balance at 31 March 1995	NTS	£ 498,704 (8,350) 490,354	£ 298,903 <u>199,801</u> 498,704
3. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET		=====	Change
Cash at bank and in hand	1995 £ 490,354	1994 £ 498,704 ======	in year £ (8,350)

#### NOTES TO THE ACCOUNTS

## FOR THE YEAR ENDED 31 MARCH 1995

## 1. <u>Statement of Accounting Policies</u>

### (a) Basis of Accounting

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

### (b) Investments

Investments in subsidiaries are stated at cost less amounts written off. Other investments are stated at cost except when amounts are written off if in the opinion of the Directors there has been a permanent diminution in their underlying value.

#### (C) Turnover

Turnover consists of consultancy fees and other income, excluding VAT.

### (d) Work in progress

Work in progress is valued at the lower of cost and net realisable value. Cost represents unbilled consultancy time valued at an estimated average chargeable cost rate of counsellors salaries plus attributable overheads.

## (e) Tangible fixed assets

Depreciation is calculated so as to write off the cost of fixed assets over their estimated useful lives by equal annual instalments as follows:

Leasehold premises	Period of the lease
Fixtures and fittings	20% pa
Office equipment	25% pa
Motor vehicles	25% pa
Computer equipment	33 1/3% pa

Other than for leasehold premises where the charge is proportional to time, a full year's depreciation is charged in the accounting period of acquisition of assets but no charge is made for the accounting period of disposal.

#### (f) Taxation

Corporation Tax payable is provided on taxable profits at the current rate.

Provision is made for deferred tax at the rate of Corporation Tax ruling at the year end (the liability method), except in respect of any tax reduction which can reasonably be expected to continue for the future.

## NOTES TO THE ACCOUNTS (Continued)

### FOR THE YEAR ENDED 31 MARCH 1995

#### (g) Deferred income

Deferred income represents provisions in respect of income billed in advance of completion of work and is only made where a liability to fulfil specific conditions is identified.

#### (h) Pensions

The Company operates a defined contribution scheme in respect of certain staff members for which the pension costs charged in the profit and loss account are the actual contributions paid for the period.

#### (i) Leases

The Company entered into operating and finance leases as described in note 14.

Assets held under finance leases are initially reported at the fair value of the asset, with an equivalent liability categorised as appropriate under creditors due within or after one year. The asset is depreciated over the remainder of the lease term and its useful economic life. Finance charges are allocated to accounting periods over the period of the lease. Rentals under operating leases are charged on a straight line basis over the lease term.

### 2. Other operating income

	<u>1995</u> £	<u>1994</u> £
Profit on sale of tangible assets Profit on sale of investments	-	14,203
		8,191
	-	22,394
	=====	=====

## Staff Costs

Particulars of employees (including Directors) and their remuneration are shown below:

	<u>1995</u>	<u> 1994</u>
	£	£
Wages and salaries	762,097	758,630
Social security costs Other pension costs	74,460	48,129
	<u>77,332</u>	89,591
	913,889	896,350
	======	======

### NOTES TO THE ACCOUNTS (Continued)

#### FOR THE YEAR ENDED 31 MARCH 1995

### 3.ctd Staff costs

4.

The average weekly number of persons (including Directors) employed by the Company during the year was as follows:

	<u> 1995</u>	<u> 1994</u>
	Number	<u>Number</u>
Employment Business Consultants	15	· 15
Technical and management	6	6
Administrative and accounts	8	7
Technical consultancy	-	1
Other	_1	_1
	30	30
	==	<b>H</b>
Other operating charges		
	<u> 1995</u>	<u> 1994</u>
	£	£
Operating lease charge for hire of buildings	77,500	77,500
Amounts paid to auditors:-	15 000	16 077
-audit fees	15,000	16,877
-fees for other services	8,845	6,286
Other operating charges	<u>247,342</u>	<u>277,200</u>

Included in other operating charges is £12,558 (1994 - £8,800) in respect of services provided by a person connected with a Director.

348,687

377,863

### 5. <u>Directors remuneration</u>

Remuneration paid in respect of Directors of the Company was as follows:

	<u> 1995</u>	<u> 1994</u>
	£	£
For services as Directors (in	ncluding	
pension contributions)	352,570	263,309
	=======	
Chairman	64,538	63,571
Highest paid Director	75,811	86,435

Directors' remuneration fell within the following bands:

•	<u>Number</u>	<u>Number</u>
£25,001 - £30,000	1	_
£30,001 - £35,000	1	<b></b> .
£35,001 - £40,000	1	_
£50,001 - £55,000	1	
£55,001 - £60,000	-	1.
£60,001 - £65,000	1	1.
£75,001 - £80,000	1	_
£85,001 - £90,000	<u>_</u>	<u>_1</u>
	6	3
	==	. ==

### NOTES TO THE ACCOUNTS (Continued)

### FOR THE YEAR ENDED 31 MARCH 1995

### 6. Taxation

The charge for taxation appearing in the profit and loss account is comprised as follows:

	<u>1995</u>	<u> 1994</u>
	£	£
Corporation Tax		
Current year charge at 25%	23,272	42,334
Prior year undercharge	8	
	23,280	42,334
		======

There is no liability for deferred taxation in respect of fixed asset values (1994 - fnil). The tax charge is increased as a result of a capital gains tax liability arising on the disposal of leasehold premises that were the subject of an earlier claim to hold over relief.

### 7. <u>Tanqible Fixed Assets</u>

	<u>Leasehold</u> Premises	<u>Office</u> Equipment	<u>Fixtures</u> & Fittings	<u>Motor</u> Vehicles	<u>Total</u>
	£	£	£	£	£
Cost					
1 April 1994	53,900	126,031	43,211	101,126	324,268
Additions	2,368	10,648	44,667	-	57,683
Disposals	<u>(53,900)</u>	<u>(22,715)</u>	<u>(13,166</u> )		<u>(89,781</u> )
31 March 1995	2,368	113,964	74,712	101,126	292,170
<u>Depreciation</u>					
1 April 1994	44,915	99,126	42,791	41,549	228,381
Charges	9,247	20,095	9,039	19,858	58,239
Disposals	<u>(53,900</u> )	(22,626)	(13,166)	-	(89,692)
31 March 1995	262	96,595	38,664	61,407	196,928
Net Book Value	<u> </u>				
31 March 1994	8,985 =====	26,905	420 ===	59,577 =====	95,887 =====
31 March 1995	2,106	17,369 =====	36,048 =====	39,719 =====	95,242 =====

## NOTES TO THE ACCOUNTS (Continued)

### FOR THE YEAR ENDED 31 MARCH 1995

### 8. Fixed Asset Investments

The following is a list of all the subsidiary companies, each of whom is wholly owned, registered in England and Wales and was dormant throughout the year.

Douglas Deakin Young (Trustee Corporation) Ltd
DDY Pension Trustees Ltd
DDY PEP Nominees Ltd
DDY Nominees Ltd

Fixed asset investments were comprised as follows:

	Unlisted Listed		ed	Subsidiaries		Total	Total	
	<u> 1995</u>	<u> 1994</u>	<u> 1995</u>	<u> 1994</u>	<u> 1995</u>	<u> 1994</u>	<u> 1995</u>	1994
	£	£	£	£	£	£	£	£
At Cost							_	
At 1 April	28,125	31,250	22,047	135,302	100	100	50,272	166,652
Additions in year	-	_	26,462	14,164	_	_	26,462	14,164
Disposals in year	(3,125)	(3,125)		(127,419)	· <u>-</u>		(3,125)	(130,544)
At 31 March	<u>25,000</u>	28,125	48,509	22,047	100	100	73,609	50,272
Amounts Provided								
At 1 April and								
At 31 March					<u>100</u>	<u>100</u>	100	100
Net Book Value								
31 March	25,000	28,125	48,509	22,047	_	_	73,509	50,172
	=====	=====	=====	======	===	===		======

The market value of the Listed Investments at 31 March 1995 was £42,271 (1994 - £26,039). All the listed investments were on a UK recognised stock exchange.

The unlisted investment represents the cost of 12,500 Lawshare Ltd £1 A Ordinary Shares (1994 - 12,500). Lawshare Ltd is a company incorporated in England & Wales and trades as a stockbroker. The Company's interest in the issued share capital of Lawshare Ltd was 12.5% (1994 - 12.5%).

### 9. <u>Debtors</u>

	<u> 1995</u>	<u> 1994</u>
	£	£
Trade debtors	100,790	78,440
Other debtors	10,989	20,866
Taxation recoverable	21	11,313
Prepayments	25,115	58,278
Accrued Income	45,180	48,694
	182,095	217,591
	======	======

## NOTES TO THE ACCOUNTS (Continued)

## FOR THE YEAR ENDED 31 MARCH 1995

## 10. Cash at bank and in hand

The cash at bank and in hand stated in the Balance Sheet of £490,354 (1994 - £498,704) excludes cash held on behalf of clients.

11	One difference Amountum follows due southlike and		
11	Creditors: Amounts falling due within one year	1005	1004
		<u>1995</u> £	<u>1994</u>
		L	r.
	Trade creditors	34,561	18,604
	Other creditors:	,	20,000
	-Income in advance	6,000	6,000
	-Corporation tax payable	21,914	42,108
	-Advance corporation tax payable	_	7,482
	-VAT	28,281	25,052
	-Social Security and PAYE	25,799	41,485
	-Other creditors	1,600	1,600
	Accruals and deferred income	52,104	69,681
		170,259	212,012
		======	=======
12	Dividends	1005	
12	<u>DIVIGENUS</u>	<u>1995</u> £	<u>1994</u> £
	Ordinary Shares:	£	£
	Interim Nil per f1 Share (1994 - 13p)		12 000
	Final Nil per £1 Share (1994 - 17p)		13,000
	Special Final Nil per fl Share (1994 - 20p)		17,000
	opoolar rinar Mir per ir bhare (1994 - 20p)		<u>8,773</u> 38,773
			30,773
13	Called Up Share Capital		
		<u> 1995</u>	<u>1994</u>
		£	£
	Authorised Share Capital:		
	1,000,000 Ordinary Shares of £1	1,000,000	1,000,000
		========	=======
	Allotted, issued and fully paid		
	100,000 Ordinary Shares of £1	100,000	100,000
		======	======

## NOTES TO THE ACCOUNTS (Continued)

## FOR THE YEAR ENDED 31 MARCH 1995

### 14 Financial Commitments

On 6 February 1995 the company entered into an underlease of office premises at an annual rental of £33,600. The rents payable under the lease are for a term expiring on 29 June 2004 and are subject to rent review at 1 February 2000.

	<u>Operating</u>		
	Leas	es	
	<u>1995</u>	<u> 1994</u>	
	£	£	
Within 1 year	22,500	77,500	
Within 2 - 5 years	<u>134,400</u>		
	156,900	77,500	
	======	======	

## 15 <u>Contingent Liabilities</u>

At the 31 March 1995 there was no contingent liability under a subordinated standby facility (1994 - £9,375).

### 16 <u>Pension Commitments</u>

The company operates a defined contribution pension scheme in respect of certain staff members. The pension costs charged in the profit and loss account are the actual contributions paid for the period. The amount charged for pension contributions in the current period is £77,332 (1994 - £89,591).

## 17 Reconciliation of Movements in Shareholders' Funds

	199 <u>5</u> £	<u>1994</u> £
Profit for the Financial Year	18,708	137,415
Dividends Paid	()	(38,773)
Net Addition to Shareholders Funds	18,708	98,642
Opening Shareholders Funds	659,371	560,729
Closing Shareholders Funds	678,079 =====	659,371

### 18 <u>Capital Commitments</u>

At the 31 March 1995 the Company had contracted for £17,498 of capital expenditure which has not been provided for in the accounts (1994 - £nil).