

**REGISTRAR OF  
COMPANIES**

2311781

**WTS Group Limited**

Report and Financial Statements

Year Ended

31 March 1996



**BDO**

BDO Stoy Hayward  
Chartered Accountants

# **WTS GROUP LIMITED**

## **Annual report and financial statements for the year ended 31 March 1996**

---

### **Contents**

Directors

### **Page:**

1	Report of the directors
3	Report of the auditors to the members
4	Profit and loss account
5	Balance sheet
6	Notes forming part of the financial statements

---

### **Directors**

M Wickens  
P Southgate  
C Watson  
R Fitch

### **Secretary and registered office**

D Legge, 8 Baker Street, London, W1M 1DA.

### **Company number**

2311781

### **Auditors**

BDO Stoy Hayward, 8 Baker Street, London, W1M 1DA.

# **WTS GROUP LIMITED**

## **Report of the directors for the year ended 31 March 1996**

---

The directors present their report together with the audited financial statements for the year ended 31 March 1996.

### **Principal activities**

The company continued to be a holding and management company during the year.

### **Results and dividends**

The profit and loss account is set out on page 4 and shows the loss for the year.

### **Directors and their investments**

The directors of the company during the year and their interests in the ordinary share capital of the company were as follows:

	<b>'A' Ordinary shares of 5p each</b>	
	<b>1996</b>	<b>1995</b>
M Wickens	152,490	152,490
P Southgate	152,490	152,490

In accordance with the Articles of Association none of the directors retire by rotation.

On the 28 November 1996 C Watson and R Fitch were appointed as directors of the company.

### **Post balance sheet event**

On 28 November 1996 Rodney Fitch and Company Limited acquired 80% of the ordinary share capital of the company.

### **Directors' responsibilities**

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 year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 proper accounting records which 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.

**WTS GROUP LIMITED**

**Report of the directors for the year ended 31 March 1996** *(Continued)*

---

**Auditors**

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

In preparing this report we have taken advantage of the special exemptions applicable to small companies.

**By order of the Board**

C Watson



Date

11/4/97

## **WTS GROUP LIMITED**

### **Report of the auditors**

---

#### **To the shareholders of Wickens Tutt Southgate Group Limited**

We have audited the financial statements on pages 4 to 10 which have been prepared under the accounting policies set out on page 6.

#### *Respective responsibilities of directors and auditors*

As described on page 1 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 misstatements, 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 as at 31 March 1996 and of its result for the year ended and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.

*BDO Stoy Hayward*

#### **BDO STOY HAYWARD**

*Chartered Accountants  
and Registered Auditors  
London*

11 April 1997

**WTS GROUP LIMITED****Profit and loss account for the year ended 31 March 1996**

	Note	1996	1995
		£	£
Turnover		241,643	652,013
Cost of sales		17,886	-
		<u>223,757</u>	<u>652,013</u>
Administrative expenses	2	492,229	623,436
Exceptional item	3	-	30,000
		<u>(268,472)</u>	<u>(1,423)</u>
Operating loss			
Bank interest payable		141	-
		<u>(268,613)</u>	<u>(1,423)</u>
Loss on ordinary activities before taxation			
Taxation		-	-
		<u>(268,613)</u>	<u>(1,423)</u>
Retained loss for the year	11	(268,613)	(1,423)
Retained loss brought forward		(96,845)	(95,422)
		<u>(365,458)</u>	<u>(96,845)</u>
Retained loss carried forward			

All recognised gains and losses are included in the profit and loss account.  
All amounts relate to continuing activities.

The notes on pages 6 to 10 form part of these financial statements.

**WTS GROUP LIMITED****Balance sheet at 31 March 1996**

	Note	£	1996 £	£	1995 £
<b>Fixed assets</b>					
Investments	6		90,807		4
<b>Current assets</b>					
Debtors	8	-		223,226	
<b>Creditors: amounts falling due within one year</b>	9	354,829		218,639	
<b>Net current (liabilities)/assets</b>			(354,829)		4,587
			(264,022)		4,591
<b>Capital and reserves</b>					
Called up share capital	10		17,833		17,833
Share premium account			83,603		83,603
Profit and loss account			(365,458)		(96,845)
<b>Shareholders' funds</b>			(264,022)		4,591

All amounts included within capital and reserves relate to equity.

The directors have taken advantage in the preparation of the financial statements, of special exemptions applicable to small companies. In the opinion of the directors, the company qualifies as a small company and is entitled to the benefits of those special exemptions.

The financial statements were approved by the Board on 11 April 1997

Paul Southgate  
Director



The notes on pages 6 to 10 form part of these financial statements

## WTS GROUP LIMITED

Notes forming part of the financial statements for the year ended 31 March 1996

---

### 1 Accounting policies

#### *Accounting conventions*

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

#### *Subsidiary undertaking*

The company has not consolidated the results of its subsidiary undertaking because the group qualifies as a small sized group within the meaning of section 248 of the Companies Act 1985.

#### *Turnover*

Turnover represents sales to external customers and management charges levied upon subsidiary undertakings at invoiced amounts less value added tax.

#### *Pension costs*

The company operates a defined contribution scheme. Contributions are recognised in the profit and loss account when they become payable.

### 2 Administrative expenses

	1996 £	1995 £
Administrative expenses include:		
Auditors' remuneration - audit services	5,000	14,115
Compensation for loss of office	9,120	-
	<hr/>	<hr/>

### 3 Exceptional item

Compensation for loss of office of a director	-	30,000
	<hr/>	<hr/>



# WTS GROUP LIMITED

Notes forming part of the financial statements for the year ended 31 March 1996 (*Continued*)

## 4 Employees

The average weekly number of employees, including directors, during the year was 5 (1995 - 6).

	1996 £	1995 £
Staff costs consist of:		
Wages and salaries	336,667	404,936
Social security costs	34,020	42,145
Other pension costs	19,351	32,027
	<u>390,038</u>	<u>479,108</u>

## 5 Directors

Directors' emoluments		
Remuneration	211,740	259,311
Pension contribution	16,000	24,000
	<u>227,740</u>	<u>283,311</u>
Emoluments (excluding pension contributions)		
Chairman	107,499	121,156
Highest paid director	120,241	138,155

## 6 Investments

	1996 £	Subsidiary undertakings 1995 £
Cost at 1 April 1995	4	4
Additions	90,803	-
	<u>90,807</u>	<u>4</u>

## WTS GROUP LIMITED

Notes forming part of the financial statements for the year ended 31 March 1996 (Continued)

### 6 Investments (Continued)

The following were subsidiary undertakings during the year.

Name	Country of incorporation or registration	Proportion of share capital held	Nature of business
Wickens Tutt Southgate Limited	England	100 %	Strategic planning and design consultancy
Worldbrand Limited (formerly known as Elos Limited)	England	100 %	Dormant
Worldbrand Design Consultants (US) Inc	USA	100 %	Dormant
Worldbrand Design Consultants (Cad) Inc	Canada	100 %	Dormant
CATO WTS Limited	England	50 %	Dormant

During the year ended 31 March 1996 Wickens Tutt Southgate Limited made a loss of £261,471 (1995 - loss £41,732) and at 31 March 1996 it had net liabilities of £122,216 (1995 - net assets of £49,257). All other companies were dormant throughout the year.

### 8 Debtors

	1996 £	1995 £
Due from subsidiary undertaking	-	219,666
Prepayments and accrued income	-	3,560
	<hr/>	<hr/>
	-	223,226
	<hr/>	<hr/>

All amounts shown under debtors fall due for payment within one year.

### 9 Creditors: amounts falling due within one year

Bank overdraft (secured)	7,058	86,567
Trade creditors	23,513	-
Other creditors including taxation and social security	70,993	123,068
Accruals and deferred income	7,307	9,004
Due to subsidiary undertaking	245,958	-
	<hr/>	<hr/>
	354,829	218,639
	<hr/>	<hr/>

## WTS GROUP LIMITED

### Notes forming part of the financial statements for the year ended 31 March 1996 (*Continued*)

#### 9 Creditors: amounts falling due within one year (*Continued*)

The bank overdraft is secured by a specific charge over the leasehold property and fixed and floating charges over all present and future assets of the company, and life assurance policies of the directors.

#### 10 Share capital

	1996 £	1995 £
<i>Authorised</i>		
1,500,000 5p A Ordinary shares	75,000	75,000
500,000 5p B Ordinary shares	25,000	25,000
	<hr/>	<hr/>
	100,000	100,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
304,980 5p A Ordinary shares	15,249	15,249
51,680 5p B Ordinary shares	2,584	2,584
	<hr/>	<hr/>
	17,833	17,833
	<hr/>	<hr/>

On 7 December 1994 it was resolved to grant options of 39,600 5p 'B' Ordinary shares at an exercisable price of 5p per share.

#### 11 Movement in shareholders' funds

	1996 £	1995 £
Shareholders' funds at 31 March 1995	4,591	6,014
Profit/(loss) for year	142,744	(1,423)
	<hr/>	<hr/>
Shareholders' funds at 31 March 1996	147,335	4,591
	<hr/>	<hr/>

#### 12 Contingent liabilities

The company has guaranteed the bank overdrafts of certain other group companies. At 31 March 1996 the amount guaranteed was £238,565 (1995 - £156,749).

## **WTS GROUP LIMITED**

**Notes forming part of the financial statements for the year ended 31 March 1996 (*Continued*)**

---

### **13 Post balance sheet event**

On 28 November 1996, 80% of the ordinary share capital of the company was acquired by Rodney Fitch and Company Limited.

The ultimate parent company is a company registered in the United Kingdom.

The directors of Rodney Fitch and Company Limited have informed the company that it has undertaken to provide financial support to the group for the foreseeable future.