

JDHT Limited

Annual report and accounts

for the year ended 31 December 2004

Registered number: 2631524



# **JDHT Limited**

## **Directors' report for the year ended 31 December 2004**

The directors present their report and audited financial statements of the Company for the year ended 31 December 2004.

### **Principal activities and review of the business and future developments**

The principal activities of the Company continues to be the promotion of classic car parts and accessories, the manufacture of replacement keys, the retail of Jaguar branded merchandise, the hire of classic motor vehicles, and the exploitation of archive intellectual property.

The Directors anticipate that there will be no material change in the Principal Activities of the Company in the foreseeable future.

The directors consider the results for the year to be satisfactory and expect an improvement in the forthcoming year, as a result of the inclusion of XJ40 in the Classic Parts programme.

### **Donations in the Period**

There were no donations made by the Company during the year.

### **Results and Dividends**

The profit and loss account for the year is shown on page 4.

The retained profit for the year was £nil (2003: £nil). A covenant of £92,438 (2003: £102,697) was paid to the sole shareholder, the Jaguar Daimler Heritage Trust, in the year.

No dividends were paid in 2004 (2003: £nil) and no dividend is proposed in respect of the 2004 financial year.

### **Directors**

The board of directors during the year were as follows:-

C N Cook	resigned on 28 <sup>th</sup> May 2004
S G Dyble	
L A Watters	
J R Maries	
P O Skilliter	

### **Directors' responsibilities**

In accordance with Company Law the directors have been responsible for the preparation of the financial statements on pages 4 to 12 which give a true and fair view of the Company's affairs at 31 December 2004 and of its result for the year then ended.

In preparing these financial statements they have adopted suitable accounting policies and applied them consistently, have made judgements and estimates that are reasonable and prudent, followed applicable accounting standards and have prepared the financial statements on a going concern basis.

They have ensured that the Company has kept proper accounting records which disclose with reasonable accuracy its financial position at any time and enable it to produce financial statements in compliance with the Companies Act 1985.

They have also ensured the safeguarding of the assets of the Company and have taken reasonable steps for the prevention and detection of fraud and other irregularities.

## **JDHT Limited**

### **Directors' report for the year ended 31 December 2004 (continued)**

#### **Directors' interests**

The directors have no notifiable interests in the share capital of JDHT Limited.

#### **Auditors**

In accordance with Section 379a of the Companies Act 1985 (as amended by the Companies Act 1989) the Company has elected to dispense with laying accounts before the general meeting, holding annual general meetings and the annual appointment of auditors. With such an election in force the Company's auditors shall be deemed to be re-appointed for each succeeding financial year in accordance with Section 386 of the Act.

By order of the board



S L Pearson  
Company Secretary  
19th October 2005

## Independent auditors' report to the members of JDHT Limited

We have audited the financial statements which comprise profit and loss account, the balance sheet and the related notes.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

### Basis of audit opinion

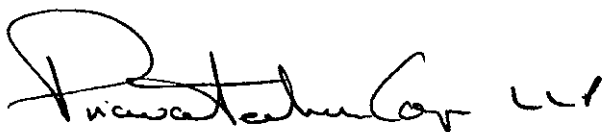
We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements.

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 and the auditable part of the directors' remuneration report 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 December 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors  
Birmingham

21 October 2005

## JDHT Limited

### Profit and loss account for the year ended 31 December 2004

	Notes	2004 £	2003 £
Turnover	1	1,055,608	1,035,233
Cost of sales		(339,464)	(440,161)
Gross profit		716,144	595,072
Administrative expenses		(625,298)	(719,547)
Other operating income	2	-	225,910
Operating profit	3	90,846	101,435
Interest Receivable	5	1,592	1,262
Profit on ordinary activities before covenant		92,438	102,697
Gross Covenant		(92,438)	(102,697)
Profit on ordinary activities before and after taxation	11	-	-

The results above derive from continuing operations.

The company has no recognised gains or losses other than the profit for the year.

There is no difference between the reported profit on ordinary activities before taxation and profit for the financial year and the historical cost profit on ordinary activities before taxation and the historical profit for the financial year.

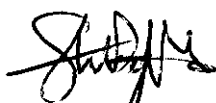
# JDHT Limited

## Balance sheet as at 31 December 2004

	Notes	2004 £	2003 (restated*) £
<b>Unpaid share capital</b>	10	<b>100</b>	100
<b>Fixed assets</b>			
Tangible assets	6	<b>45,003</b>	46,793
<b>Current assets</b>			
Stock	7	<b>87,159</b>	124,113
Debtors	8	<b>170,045</b>	166,722
Cash at bank and in hand		<b>152,555</b>	168,825
		<b>409,759</b>	459,660
<b>Creditors: amounts falling due within one year</b>	9	<b>(454,762)</b>	(506,453)
<b>Net current (liabilities)</b>		<b>(45,003)</b>	(46,793)
<b>Net assets</b>		<b>100</b>	100
<b>Capital and reserves</b>			
Share capital	10	<b>100</b>	100
Profit and loss account	11	-	-
<b>Equity shareholders' Funds</b>	12	<b>100</b>	100

\* the above 2003 figures have been restated to correctly disclose unpaid share capital separately (note 1).

The accounts on pages 4 to 12 were approved by the board of directors on 19<sup>th</sup> October 2005 and were signed on its behalf by:



S G Dylle  
Director

# **JDHT Limited**

## **Notes to the financial statements for the year ended 31 December 2004**

### **1 Principal accounting policies**

The accounts have been prepared under the historical cost convention and have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is presented below.

#### **Going concern**

The directors have a reasonable expectation that the Company has the adequate resources within its position in the Group to continue in operational existence for the foreseeable future. For this reason they adopt the going concern basis in preparing the accounts.

#### **Turnover**

Turnover represents retail sales of archive material, Jaguar merchandising, key manufacture, car hire made directly to dealers and distributors and profit share on classic car parts received from Jaguar Cars Limited and excludes VAT, car tax and other sales taxes.

#### **Tangible fixed assets**

Depreciation of the cost of tangible fixed assets is provided at the following annual rates on a straight-line basis to write off the net assets over their estimated useful lives from the date they are brought into use. For assets acquired before 1993, on a declining balance basis at the following annual rates:-

Plant and machinery	17.22%
Computer equipment and office machinery	12.5%

For assets acquired in 1993 or later, on a straight line basis over the following number of years:-

Plant and machinery	12
Computer equipment	8
Office machinery	13

#### **Pensions**

The Company operates a defined benefit pension scheme which is contracted out of the state scheme. The fund is valued every three years by a professionally qualified independent actuary, the rates of contribution payable being determined by the actuary. In the intervening years the actuary review the continuing appropriateness of the rates. Pension costs are accounted for on the basis of charging the expected cost of providing pensions over the period during which the Company benefits from the employees' services. The effects of variations from regular cost are spread over the expected average remaining service lives of the members of the scheme.

#### **Stocks**

Stocks represent the balance of goods, which are sold in the normal course of operations and are stated at the lower of cost and net realisable value.

# JDHT Limited

## Notes to the financial statements for the year ended 31 December 2004 (continued)

### 1 Principal accounting policies (continued)

#### Related party transactions

The Company has taken advantage of the exemption under Financial Reporting Standard 8 – Related Party Disclosures (FRS8) not to disclose related party transactions between wholly owned Group undertakings.

#### Taxation

The Company gives all profits to Jaguar Daimler Heritage Trust every year by way of a covenant therefore there is no tax charge in the year or any deferred tax assets to be recognised.

#### Prior year adjustments

The face of the balance sheet has been restated to correctly disclose unpaid share capital separately, this was previously shown within the debtors figure. There is no effect on net assets.

Note 9, 'Creditors: amounts falling due within one year' has been restated to correct the classification of amounts due from group companies. In the 2003 statutory accounts this included an amount of £155,144 due from Jaguar Cars Limited which should have been included within trade creditors.

### 2 Other operating income

Other operating income represents:

	2004	2003
	£	£
Profit share on classic car parts sales received from JCL	-	225,910

The profit share on classic car parts sales received from Jaguar Cars Limited is classified under turnover for the year ended 31 December 2004.

### 3 Operating profit

	2004	2003
	£	£
Operating profit is stated after charging:		
Depreciation of tangible fixed assets	16,726	33,440

The audit fee is estimated to be £5,000 and is included in the total audit fee payable by Jaguar Cars Limited.



## **JDHT Limited**

### **Notes to the financial statements for the year ended 31 December 2004 (continued)**

#### **4 Employees**

Number of employees during the year was 12 (2003: 10).

	2004	2003
	£	£
Wages and Salaries	229,061	270,978
Social Security Costs	16,227	24,558
Other Pension Costs	33,955	32,294
	279,243	327,830

No directors received any emoluments in respect of their services to the company (2003: nil).

#### **5 Interest receivable**

	2004	2003
	£	£
Bank interest received	1,592	1,262

# JDHT Limited

## Notes to the financial statements for the year ended 31 December 2004 (continued)

### 6 Tangible assets

	Plant and machinery	Computers and office equipment	Total
	£	£	£
<b>Cost</b>			
At 1 January 2004	86,295	14,402	100,697
Additions	10,546	10,192	20,738
Group transfer	(8,772)	-	(8,772)
<b>At 31 December 2004</b>	<b>88,069</b>	<b>24,594</b>	<b>112,663</b>
<b>Depreciation</b>			
At 1 January 2004	44,174	9,730	53,904
Charge for the year	11,735	4,991	16,726
Group transfer	(2,970)	-	(2,970)
<b>At 31 December 2004</b>	<b>52,939</b>	<b>14,721</b>	<b>67,660</b>
<b>Net book value</b>			
<b>At 31 December 2004</b>	<b>35,130</b>	<b>9,873</b>	<b>45,003</b>
At 1 January 2004	42,121	4,672	46,793

### 7 Stock

	2004	2003
	£	£
Finished goods	87,159	124,113

## JDHT Limited

### Notes to the financial statements for the year ended 31 December 2004 (continued)

#### 8 Debtors

	2004	2003 (restated*)
	£	£
Trade debtors	128,490	159,621
Accrued income	30,811	-
Prepayments	10,744	7,101
	170,045	166,722

\* restatement due to unpaid share capital having been removed from debtors and shown separately on the face of the balance sheet (note 1).

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

	2004	2003 (restated*)
	£	£
Trade creditors	280,909	347,447
Amounts owed to group companies	92,348	102,697
Accruals	81,505	56,309
	454,762	506,453

\* restatement to correct the misclassification of a trade creditors balance of £155,144 previously included with amounts owed to group companies (note 1).

#### 10 Share capital

	2004	2003
	£	£
Authorised, issued and called-up		
100 ordinary shares of £1 each	100	100

#### 11 Profit and loss account

	£
At 1 January 2004	-
At 31 December 2004	-

## JDHT Limited

### Notes to the financial statements for the year ended 31 December 2004 (continued)

#### 12 Reconciliation of movement in shareholders funds

	2004	2003
	£	£
Opening shareholders funds	100	100
Profit for the financial year	92,438	102,697
Less covenant	(92,438)	(102,697)
<b>Closing shareholders funds</b>	<b>100</b>	<b>100</b>

#### 13 Contingent liabilities

As a result of group registration for VAT purposes, the company is contingently liable for VAT liabilities arising in other companies in the Jaguar Group.

#### 14 Pensions

The Company participates in two contracted-out externally funded defined benefit group pension arrangements of Jaguar Cars Limited, the Jaguar Pension Plan and the Jaguar Executive Pension Plan (the Plans). The assets of the Plans are held in a trust and kept separately from those of the Company.

The pension cost is assessed over the group as a whole and is charged to the profit and loss account so as to spread the cost of pension over employees' working lives with the Company.

The costs of the Plans are assessed in accordance with the advice of the consulting actuaries to the Plans, Hewitt, Bacon & Woodrow, using the Projected Unit Method. The latest actuarial assessment of the Jaguar Pension Plans was at 5 April 2004, which assumed a 6.75% per annum rate of return on investments before retirement and a 5.25% per annum rate of return on investments after retirement, a 4.5% per annum rate of increase in pensionable earnings, a 2.75% per annum rate of increase in pensions in payment in excess of Guaranteed Minimum Pensions (GMPs), and a 3.0% per annum rate of increase in pensions in deferment in excess of GMPs, and 0% and 2.2% per annum rates of increase in payment on GMPs accrued before and after April 1988 respectively, and GMP increases in deferment at fixed rates (currently 4.5% per annum for members leaving after 5 April 2002).

The latest actuarial valuation (5 April 2004) of these funds showed the market value of the assets was £1,065m (2003: £734m) and that those assets were equivalent to 81 per cent of the benefits that had accrued to members based on past service, allowing for expected future increases in earnings and in pensions. The aim is that the shortfall of the fund's assets relative to the benefits accrued to members is removed over a period of 10 years from 1 January 2006. The Company has paid its contributions before they are due with large advance payments of contributions, and so no normal contributions are due until January 2007. Contributions take into consideration the results of actuarial valuations carried out by the independent scheme actuary and take account of the shortfall of assets relative to benefits accrued for past service. With regard to the group defined benefit scheme it is not possible to determine the Trust's share of the underlying assets and liabilities, therefore FRS 17 disclosures have not been included. The Jaguar group schemes have a total deficit of £355m (2003: £348m). The schemes are fully disclosed in the accounts of Jaguar Cars Limited.

## **JDHT Limited**

### **Notes to the financial statements for the year ended 31 December 2004 (continued)**

#### **15 Cash flow statement**

JDHT Limited qualifies as a small entity and as a consequence, it is exempt from the requirement to publish a cash flow statement under Financial Reporting Standard 1 (revised) 'Cash Flow Statements'.

#### **16 Related party transactions**

The company made a gift by means of deed of covenant of £92,438 (2003: £102,697) to Jaguar Daimler Heritage Trust (the "Trust") during the year and owed the Trust £92,438 (2003: £102,697) at the year end.

#### **17 Ultimate parent company**

According to the register kept by the Company, Jaguar Daimler Heritage Trust, a company and charity registered in England and Wales, has a 100% interest in the equity capital of JDHT Limited at 31 December 2004. The smallest group to consolidate these financial statements is Jaguar Daimler Heritage Trust. Copies of the financial statements of Jaguar Daimler Heritage Trust may be obtained from Companies House.