Strategic Report, Report of the Directors and Financial Statements for the Year Ended 31 July 2014

for

Beattie Communications Group Limited

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Beattie Communications Group Limited

Company Information for the Year Ended 31 July 2014

DIRECTORS:

G Beattie
Ms L Woods
L Mitchell
D Reid
P Cunningham

REGISTERED OFFICE:

118 North Main Street

Carronshore Falkirk FK2 8HU

REGISTERED NUMBER:

SC248915 (Scotland)

AUDITORS:

Campbell Dallas LLP Chartered Accountants Statutory Auditors

Titanium 1

King's Inch Place

Renfrew PA4 8WF

SOLICITORS:

Biggart Baillie

310 St Vincent Street

Glasgow Lanarkshire G2 5DR

Strategic Report for the Year Ended 31 July 2014

The directors present their strategic report for the year ended 31 July 2014.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of provision of public relations services.

REVIEW OF BUSINESS

Beattie Communications enjoyed an exceptional year in 2013 - the most successful in our 28 year history and we are pleased to report that 2014 was another vintage year for the company.

Turnover increased by 6.5% to £7.4m, our reserves swelled to £1.8m and our pre-tax profit of £123k would have been considerably higher but for £110k of bad debts and record investment of over £500k in our brands and websites.

We are determined to capitalise on the achievements of 2014 which saw the Beattie Communications brand going from strength-to- strength while our Only marketing boutiques commanded a growing presence across the specialist sectors in which they operate.

11ten, the education marketing and student recruitment business in which we have a 50% share, also turned in an impressive performance with turnover increasing by 48% to nearly £3.2m and profit before tax rising by over 52% to £140k.

2015 is already promising to be another strong year for Beattie Communications with each of our offices, profit centres and joint venture companies contributing to our financial success.

Finally, we would like to highlight the hard work, dedication and creative energy of our people. They are the reason we are regarded as one of the most accomplished PR, social and digital marketing companies in the UK.

ON BEHALF OF THE BOARD:

Ms L Woods - Director

Date: 215+ January 2015

Report of the Directors for the Year Ended 31 July 2014

The directors present their report with the financial statements of the company for the year ended 31 July 2014.

DIVIDENDS

The total distribution of dividends for the year ended 31 July 2014 will be nil (2013: £110,000).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 August 2013 to the date of this report.

G Beattie
Ms L Woods
L Mitchell
D Reid
P Cunningham

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Report of the Directors for the Year Ended 31 July 2014

AUDITORS

The auditors, Campbell Dallas LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Ms L Woods - Director

Date: 21 st January 2015

Report of the Independent Auditors to the Members of Beattie Communications Group Limited

We have audited the financial statements of Beattie Communications Group Limited for the year ended 31 July 2014 on pages seven to twenty two. 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 a Report of the Auditors 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 set out on page three, 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 and express an opinion on 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2014 and of its 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the Independent Auditors to the Members of Beattie Communications Group Limited

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

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- 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.

FWJ Campbell (Senior Statutory Auditor) for and on behalf of Campbell Dallas LLP

Chartered Accountants

Statutory Auditors

Titanium 1

King's Inch Place

Renfrew

PA4 8WF

Date: 23

Profit and Loss Account for the Year Ended 31 July 2014

2014	2012
£	2013 £
7,434,225	6,990,163
5,530,484	4,598,284
1,903,741	2,391,879
1,866,704	1,942,504
37,037	449,375
78,918	107,166
115,955	556,541
16,515	4
132,470	556,545
9,134	10,688
123,336	545,857
28,918	135,918
94,418	409,939
	7,434,225 5,530,484 1,903,741 1,866,704 37,037 78,918 115,955 16,515 132,470 9,134 123,336 28,918

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

Balance Sheet 31 July 2014

	201	4	201	3
Notes	£	£	£	£
		· ·		1,690,421
8		956		956
		1,672,920		1,691,377
9	1,674,590		1,357,778	
9	•		-	
	330,676		1,026,061	
	2,493,212		2,383,839	
10	1,933,142		1,807,223	
		560,070		576,616
		2,232,990		2,267,993
11		(383,005)		(508,769)
15		(23,857)		(27,514)
		1,826,128		1,731,710
	7 8 9 9	Notes £ 7 8 9 1,674,590 9 487,946 330,676 2,493,212 10 1,933,142	7 1,671,964 956 1,672,920 9 1,674,590 9 487,946 330,676 2,493,212 10 1,933,142 560,070 2,232,990 11 (383,005) 15 (23,857)	Notes £ £ £ £ 7 8

Balance Sheet - continued 31 July 2014

		2014		2013	
	Notes	£	£	£	£
CAPITAL AND RESERVES					
Called up share capital	16		80,016		80,016
Profit and loss account	17		1,746,112		1,651,694
SHAREHOLDERS' FUNDS	19		1,826,128		1,731,710

The financial statements were approved by the Board of Directors on 21st January 2015. and were signed on its behalf by:

Ms L Woods - Director

Cash Flow Statement for the Year Ended 31 July 2014

		2014	1	2013	}
	Notes	£	£	£	£
Net cash inflow from operating activities	1		162,156		943,373
Returns on investments and servicing of finance	2		7,381		(10,684)
Taxation			(134,739)		(93,614)
Capital expenditure	2		(46,769)		(14,773)
Equity dividends paid					(110,000)
			(11,971)		714,302
Financing	2		(683,414)		18,135
(Decrease)/increase in cash in the pe	riod		(695,385)		732,437
Reconciliation of net cash flow to movement in net funds	3				<u>. </u>
to movement in net lunus	3				
(Decrease)/increase in cash in the period Cash outflow		(695,385)	•	732,437	
from decrease in debt		89,659		88,106	
Change in net funds resulting from cash flows			(605,726)		820,543
Movement in net funds in the period Net funds/(debt) at 1 August			(605,726) 463,736		820,543 (356,807)
Net (debt)/funds at 31 July			(141,990)		463,736

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2014	2013
ı	£	£
Operating profit	115,955	556,541
Depreciation charges	64,668	63,992
Loss on disposal of fixed assets	558	617
(Increase)/decrease in debtors	(312,062)	118,749
Increase in creditors	293,037	203,474
Net cash inflow from operating activities	162,156	943,373

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2014 £	2013 £
Returns on investments and servicing of finance	~	~
Interest received	16,515	4
Interest paid	(9,134)	(10,688)
Net cash inflow/(outflow) for returns on investments and servicing		
of finance	7,381	(10,684)
Capital expenditure		
Purchase of tangible fixed assets	(55,345)	(15,522)
Sale of tangible fixed assets	8,576	749
Net cash outflow for capital expenditure	(46,769) ====	(14,773) ====
Financing	e a constitutiva de la constitución	<u>-</u> 1 2. 1. 194
New loans issued in year	(487,946)	-
Loan repayments in year	(89,659)	(88,106)
Amount introduced by directors	-	113,000
Amount withdrawn by directors	(105,809)	(6,759)
Net cash (outflow)/inflow from financing	(683,414)	18,135

Notes to the Cash Flow Statement for the Year Ended 31 July 2014

ANALYSIS OF CHANGES IN NET FUND	os		
Net cash:	At 1.8.13 £	Cash flow £	At 31.7.14 £
Cash at bank and in hand	1,026,061	(695,385)	330,676
	1,026,061	(695,385)	330,676
Debt:			
Debts falling due within one year Debts falling due	(53,556)	(36,105)	(89,661)
after one year	(508,769)	125,764	(383,005)
	(562,325)	89,659	(472,666)
Total	463,736	(605,726)	(141,990)

Notes to the Financial Statements for the Year Ended 31 July 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Preparation of consolidated financial statements

The financial statements contain information about Beattie Communications Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 402 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as all its subsidiary undertakings are dormant and their inclusion is not material for the purposes of giving a true and fair view.

Turnover

Turnover represents sales of public relations and marketing services, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property

- 1% on cost

Fixtures, fiitings and equipment

- 33% on cost and 15% - 25% on reducing balance

Motor vehicles

- 25% on reducing balance

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Deferred tax is provided at the average rates that are expected to apply when the timing differences reverse, based on current tax rates and laws. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

2.	STAFF COSTS	2014	2012
	Wages and salaries Social security costs Other pension costs	2014 £ 2,330,354 249,461 59,813 2,639,628	2013 £ 2,408,953 255,229 64,764
	The average monthly number of employees during the year was as follows:	2,039,028	=====
	The average monumy number of employees during the year was as follows.	2014	2013
	Management	78	78
3.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
		2014 £	2013 £
	Hire of plant and machinery	2,257	1,475
	Other operating leases	192,100	192,810
	Depreciation - owned assets	64,668 558	63,992 617
	Loss on disposal of fixed assets Auditors' remuneration	338 8,450	8,411
	Foreign exchange differences	(1,842)	133
	Directors' remuneration Directors' pension contributions to money purchase schemes	408,379 21,390	516,767 27,935
<u></u>	The number of directors to whom retirement benefits were accruing was as follows:	ows:	EEE more negativative energy
	Money purchase schemes	3	4
	Information regarding the highest paid director is as follows:	2014 £	2013 £
	Emoluments etc Pension contributions to money purchase schemes	186,203 11,070	186,129 11,070

 4. 5. 	INTEREST PAYABLE AND SIMILAR CHARGES Bank loan interest TAXATION	2014 £ 9,134	2013 £ 10,688
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:	2014 £	2013 • £
	Current tax: UK corporation tax Taxation over under provision	32,711 (136)	137,114
	Total current tax	32,575	137,114
	Deferred tax	(3,657)	(1,196)
	Tax on profit on ordinary activities	28,918	135,918
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of corporation tax explained below:	in the UK. Th	e difference is
		2014	2013
	Profit on ordinary activities before tax	£ 123,336	£ 545,857
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013 - 24%)	28,367	131,006
	Effects of: Expenses not deductible for tax purposes Depreciation in excess of capital allowances Adjustments to tax charge in respect of previous periods Change of rate	3,695 5,160 (136) (4,511)	1,594 7,733 114 (3,333)
	Current tax charge	32,575	137,114

6.	DIVIDENDS					
0.	DIAIDEND2				2014	2013
	0.41 6601	1			£	£
	Ordinary shares of £.01 eac Final	.n			_	110,000
	- ·····					====
7.	TANGIBLE FIXED ASSI	ETS				
				Fixtures,		
		F 1 11	¥	fiitings	3.6	
		Freehold	Long	and	Motor	TD-4-1-
		property £	leasehold £	equipment £	vehicles £	Totals £
	COST	2	L	L	£	£
	At 1 August 2013	1,606,038	40,693	661,882	33,354	2,341,967
	Additions	, , <u>-</u>	-	28,345	27,000	55,345
	Disposals	. -		(300)	(22,109)	(22,409)
	At 31 July 2014	1,606,038	40,693	689,927	38,245	2,374,903
	DEPRECIATION					
	At 1 August 2013	112,422	24,359	493,407	21,358	651,546
	Charge for year	16,060	1,633	39,364	7,611	64,668
	Eliminated on disposal	-		(300)	(12,975)	(13,275)
	At 31 July 2014	128,482	25,992	532,471	15,994	702,939
	NET BOOK VALUE					
	At 31 July 2014	1,477,556	14,701	157,456	22,251	1,671,964
	At 31 July 2013	1,493,616	16,334	168,475	11,996	1,690,421
8.	FIXED ASSET INVESTM	ŒNTS				
				Shares in	Interest	
				group	in	
				undertakings	associate	Totals
	COST			£	£	£
	At 1 August 2013					
	and 31 July 2014			6	950	956
	NET BOOK VALUE					
	At 31 July 2014			6	950	956
	A421 X 1 0010					
	At 31 July 2013			6	950	956

Notes to the Financial Statements - continued for the Year Ended 31 July 2014

8. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries

Beattie Communications Limited Nature of business: Dormant	%		
Class of shares:	holding		
Ordinary shares	100.00		
Aggregate capital and reserves		2014 £ 	2013 £ 2
Beattie New Media Limited			
Nature of business: Dormant			
	%		
Class of shares:	holding		
Ordinary shares	100.00	•••	-010
Aggregate capital and reserves		2014 £ 2	2013 £ 2
Beattie Media Limited			
Nature of business: Dormant			
	%		
Class of shares:	holding		
Ordinary shares	100.00		
		2014	2013
Aggregate capital and reserves	and the second contract of the second contrac	£2	£
000 anhimi min 10001100		2	2

8.	FIXED ASSET INVESTMENTS - continued			
	Associated companies			
	Eleventen Limited			
	Nature of business: PR & marketing	%		
	Class of shares:	holding		•
	Ordinary	50.00	2014	2013
		•	£	£
	Aggregate capital and reserves		293,110	180,952
	Profit for the year		112,158	72,740 ======
	Eleventen Direct Limited			
	Nature of business: PR & marketing	0.4		
	Class of shares:	% holding		
	Ordinary	45.00		
			2014 £	2013 £
	Aggregate capital and reserves		33,626	12,165
	Profit for the year		21,461	10,523
				
9.	DEBTORS			
			2014 £	2013 £
	Amounts falling due within one year:		æ	~
	Trade debtors		1,268,540	1,039,918
	Other debtors Directors' loan accounts		13,690 27,000	12,918 21,500
	Tax		6,750	7,500
	Prepayments and accrued income	·	358,610	275,942
			1,674,590	1,357,778
	Amounts falling due after more than one year: Other debtors		487,946	_
				
	Aggregate amounts		2,162,536	1,357,778
	-		=======================================	

		_	
10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2014	2013
	Bank loans and overdrafts (see note 12)	£	£
	Trade creditors	89,661 400,816	53,556 342,3 8 9
	Tax	34,086	137,000
	Social security and other taxes	70,876	71,067
	VAT	168,520	199,849
	Other creditors	11,916	7,600
	Directors' loan accounts	15,426	115,735
	Accruals and deferred income	1,141,841	880,027
		1,933,142	1,807,223
			
11.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2014	2013
		£	£
	Bank loans (see note 12)	383,005	508,769
		====	
12.	LOANS		
	An analysis of the maturity of loans is given below:		
		2014	2013
		£	£
	Amounts falling due within one year or on demand:	~	~
	Bank loans	89,661	53,556
			<u> </u>
	Amounts folling due het ween one and two		
	Amounts falling due between one and two years: Bank loans - 1-2 years	90.661	E2 EEC
	Dain round 1-2 yours	89,661	53,556
	Amounts falling due between two and five years:		
	Bank loans - 2-5 years	268,983	160,668
		=	
	Amounts falling due in more than five years:		
	Renavable by instalments		
	Repayable by instalments Bank loans more 5 yr by instal	24 261	204 545
	Dank round more 5 yr by mistar	24,361	294,545 =====

Notes to the Financial Statements - continued for the Year Ended 31 July 2014

13. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	Land and buildings		Other operating leases	
	2014	2013	2014	2013
~	£	£	£	£
Expiring:				
Within one year	19,719	131,375	-	-
Between one and five years	112,040	-	320	320
	121.750	101.055		
	131,759	131,375	320	320

14. **SECURED DEBTS**

The following secured debts are included within creditors:

	2014	2013
	£	£
Bank loans	472,666	562,325

The bank loan is secured by a bond and floating charge over the assets of the company and a standard security over the property.

15. PROVISIONS FOR LIABILITIES

	2014	2013
	£	£
Deferred tax	23,857	27,514
		

	Deferred
	tax £
Balance at 1 August 2013 Provided during year	27,514 (3,657)
Balance at 31 July 2014	23,857

Deferred tax is in respect of accelerated capital allowances.

Notes to the Financial Statements - continued for the Year Ended 31 July 2014

16. CALLED UP SHARE CAPITAL

Allotted, issu	ied and fully paid:			
Number:	Class:	Nominal	2014	2013
		value:	£	£
8,000,600	Ordinary	£.01	80,006	80,006
1,000	B Ordinary	£.01	10	10
				
			80,016	80,016
			====	

The B ordinary shares have no voting rights. In the event of a sale, or winding up the holders participate pari- passu with the ordinary shareholders.

17. **RESERVES**

	Profit and loss account £
At 1 August 2013 Profit for the year	1,651,694 94,418
At 31 July 2014	1,746,112

Notes to the Financial Statements - continued for the Year Ended 31 July 2014

18. RELATED PARTY DISCLOSURES

During the year the group paid for the following in relation to transactions connected with Gordon Beattie. All transactions were deemed to be at fair value.

The group leased property from Gordon Beattie during the year at a total cost of £107,504 (2013: £107,504)

The group leased property from the trustees of Gordon Beattie's personal pension scheme during the year at a total cost of £35,000 (2013: £35,000).

At 31 July 2014 a balance of £15,426 (2013: £115,735) was due to Gordon Beattie.

At 31 July 2014 a balance of £27,000 (2013: £21,500) was due from Laurna Woods.

The group incurred consultancy fees during the year of £550,110 (2013: £653,967) from Eskis Holdings Limited, a company under the control of Gordon Beattie.

At 31 July 2014, an amount of £45,375 (2013: £229,262) was due to Eskis Holdings Limited.

The group incurred fees during the year of £398,880 (2013: nil) from Beattie Global Ltd, a company under the control of Gordon Beattie.

The company lent £487,946 to Casa Mairian Ltd, a company under the control of M Beattie, during the year. This is included in debtors falling due in more than one year at 31 July 2014.

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Closing shareholders' funds	1,826,128	1,731,710
Net addition to shareholders' funds Opening shareholders' funds	94,418 1,731,710	299,939 1,431,771
Profit for the financial year Dividends	2014 £ 94,418	2013 £ 409,939 (110,000)

20. EMI SCHEME

The company has set up an EMI scheme for certain employees and has granted share options. There are no valid share options in issue at present.

21. CONTROL

The company is under the control of G Beattie a director of the company.