

Registration number: NI045854

Dawson Whyte Limited

Financial Statements

for the period from 1 April 2012 to 30 September 2013

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Dawson Whyte Limited

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Dawson Whyte Limited
Company Information

Directors	M S Hodges S Egan
Company secretary	J Owens
Registered office	43 Malone Road Belfast BT9 6RX
Auditors	KPMG Stokes House 17-25 College Square East Belfast BT1 6DH

Dawson Whyte Limited

Strategic Report for the period from 1 April 2012 to 30 September 2013

The directors present their strategic report for the period from 1 April 2012 to 30 September 2013.

Principal activities and business review

The results for Dawson Whyte Limited ("the Company") show a pre-tax profit of £808,569 (2012: £530,632) for the period and turnover of £4,462,328 (2012: £2,413,117). The Company has net assets of £5,044,138 (2012: £2,316,401).

The principal activity of the Company is that of insurance brokers.

The Company was acquired by the Towergate PartnershipCo Limited group ("the Group") on 21 November 2012.

On 30 September 2013 the assets and trade of J N Craig Limited, Donaldson & Kenny Limited and General Insurance Brokers Limited, all fellow group subsidiary companies of the Group were hived into the Company.

Business Objectives

The Company continues to emphasise the importance of putting customers first - this is fundamental to the business. By treating every customer fairly and consistently, focussing on providing them with the best products, advice and service, the Company can build loyalty and advocacy, which in turn will strengthen reputation and support profits. Serving customers well involves dealing with complaints promptly and effectively, handling claims appropriately, having high standards around underwriting & pricing, and taking a customer-focussed approach to sales and marketing. Developing a strong customer base assists in developing income growth, another objective of the business. The Company aims to both increase retention rates and attract new customers.

The Company also aspires to create a high performance culture, creating excellent customer service through highly engaged employees. The Company aims to attract, develop and promote the best talent and to create a supportive environment in which every employee continuously learns and develops. The Company's culture and competitive remuneration packages enable us to attract and retain key staff. This will also be achieved by creating a shared understanding of our strategic goals and objectives, building the capability of our managers and leaders to manage performance and by every employee having the knowledge, skill and capability to perform their role.

Principal risks and uncertainties

The principal risks and their mitigation are as follows:

Strategic and Commercial Risk

There are risks of changes to the competitive and / or economic environment. This is mitigated by a robust strategy and planning process, regular monitoring of economic and competitive environment and diversification of product lines and channels.

Financial Risk

There is the risk of adverse impact on business value or earning capacity as well as risk of inadequate cash flow to meet financial obligations. This risk is mitigated by proactive management of the business plan, regular monitoring of cash flows against risk appetite and a close relationship with a number of debt providers.

Operational Risk

There is the risk of losses arising from inadequate or failed internal processes, from personnel and / or from external events. These are mitigated by employing an Enterprise Risk Management Framework owned by the Group Risk Officer and business continuity planning.

Dawson Whyte Limited
Strategic Report for the period from 1 April 2012 to 30 September 2013

Regulatory and Legal Risk

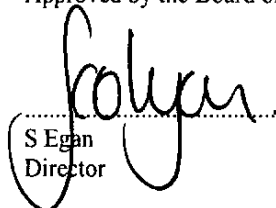
The risk of regulatory sanctions, material financial loss or loss to reputation suffered as a result of non compliance with laws, regulations and applicable administrative provisions. This risk is mitigated by a proactive relationship with the FCA, a dedicated compliance function, and a compliance monitoring programme in place.

Key performance indicators

Financial key performance indicators are Gross Written Premium and commission and fees income as a percentage of premium.

Non financial key performance indicators are staffing levels which remained constant throughout the period. The Company actively encourages all employees to become involved in Group affairs and is also keen to encourage two way communications on relevant business issues. This is achieved through regular employee meetings and presentations by senior management and is supported by a Group wide communication plan. Further discussions on employee matters can be found in the directors' report.

Approved by the Board on 29 August 2014 and signed on its behalf by:


S Egan
Director

Dawson Whyte Limited
Directors' Report for the period from 1 April 2012 to 30 September 2013

The directors present their report and the financial statements for the period from 1 April 2012 to 30 September 2013.

Directors of the Company

The directors who held office during the period were as follows:

M S Hodges (*appointed 21 November 2012*)

S Egan (*appointed 21 November 2012*)

B Dawson (*resigned 21 November 2012*)

M C McClurg (*resigned 21 November 2012*)

H W McKinty (*resigned 21 November 2012*)

G Whyte (*resigned 21 November 2012*)

Dividends

The directors have proposed a final dividend payment of £497,194 be made in respect of the financial period ended 30 September 2013 (2012: £527,847).

Political and charitable donations

The Company made charitable contributions of £1,250 (2012: £651) during the period.

Change of accounting reference date

The financial statements are for eighteen months ended 30 September 2013. In the prior period, the financial statements were for the twelve months ended 31 March 2012.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors liabilities

All directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Disclosure of information to the auditors

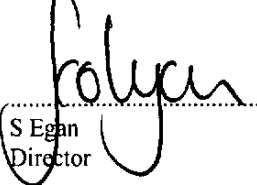
Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Dawson Whyte Limited
Directors' Report for the period from 1 April 2012 to 30 September 2013

Reappointment of auditors

Pursuant to Section 487 of Companies Act 2006, the auditors will be deemed to be reappointed and KPMG will therefore continue in office.

Approved by the Board on 29 August 2014 and signed on its behalf by:


.....
S Egan
Director

Dawson Whyte Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

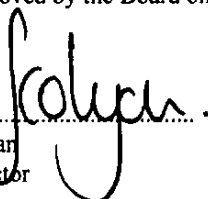
Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

Under applicable law the directors are also responsible for preparing a strategic report and a directors report that complies with that law.

Approved by the Board on 29 August 2014 and signed on its behalf by:


S. Egan
Director



KPMG
Audit
Stokes House
17-25 College Square East
Belfast BT1 6DH
Northern Ireland

Independent auditor's report to the members of Dawson Whyte Limited

We have audited the financial statements of Dawson Whyte Limited for the period ended 30 September 2013 set out on pages 9 to 27. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 an auditor's 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 members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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 Financial Reporting Council'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 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 annual report 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 30 September 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.



KPMG
Audit
Stokes House
17-25 College Square East
Belfast BT1 6DH
Northern Ireland

Other matter – Prior period financial statements

In forming our opinion on the financial statements, which is not modified, we note that the prior period financial statements were not audited. Consequently, International Standards on Auditing (UK and Ireland) require the auditor to state that the corresponding figures contained within these financial statements are unaudited.

Opinion on other matter prescribed by the Companies Act 2006

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

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
- 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.

John Poole (Senior Statutory Auditor)
for and on behalf of KPMG, Statutory Auditor
Chartered Accountants
Stokes House
17 – 25 College Square East
Belfast

1 September 2014

Dawson Whyte Limited
Profit and Loss Account for the Period from 1 April 2012 to 30 September 2013

		1 April 2012 to 30 September 2013 £	(Unaudited) Year ended 31 March 2012 £
	Note		
Turnover		4,462,328	2,413,117
Administrative expenses		<u>(3,649,834)</u>	<u>(1,884,776)</u>
Operating profit	2	812,494	528,341
Other interest receivable and similar income	5	1,247	3,568
Interest payable and similar charges	6	<u>(5,172)</u>	<u>(1,277)</u>
Profit on ordinary activities before taxation		808,569	530,632
Tax on profit on ordinary activities	7	<u>(279,688)</u>	<u>(163,072)</u>
Profit for the financial period	20	<u><u>528,881</u></u>	<u><u>367,560</u></u>

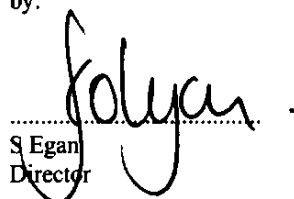
Turnover and operating profit in the current and prior period derive wholly from continuing operations.

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents. Accordingly, no note of historical cost profits and losses has been prepared.

Dawson Whyte Limited
(Registration number: NI045854)
Balance Sheet as at 30 September 2013

		30 September 2013 £	(Unaudited) 31 March 2012 £ (As restated)
	Note		
Fixed assets			
Intangible assets	8	4,095,520	1,171,200
Tangible assets	9	182,395	129,155
Investments	10	<u>3,500</u>	<u>3,500</u>
		<u>4,281,415</u>	<u>1,303,855</u>
Current assets			
Debtors	11	2,438,174	1,985,565
Cash at bank and in hand	12	<u>1,447,892</u>	<u>1,064,815</u>
		3,886,066	3,050,380
Creditors: Amounts falling due within one year	13	<u>(3,058,719)</u>	<u>(2,001,098)</u>
Net current assets		<u>827,347</u>	<u>1,049,282</u>
Total assets less current liabilities		5,108,762	2,353,137
Creditors: Amounts falling due after more than one year	14	(37,231)	(36,736)
Provisions for liabilities	16	<u>(27,393)</u>	<u>-</u>
Net assets		<u>5,044,138</u>	<u>2,316,401</u>
Capital and reserves			
Called up share capital	19	4,434,539	1,334,539
Profit and loss account	20	<u>609,599</u>	<u>981,862</u>
Shareholders' funds	21	<u>5,044,138</u>	<u>2,316,401</u>

These financial statements were approved by the board of directors on 29 August 2014 and signed on its behalf by:



 S Egan
 Director

The notes on pages 12 to 27 form an integral part of these financial statements.

Dawson Whyte Limited
Statement of Total Recognised Gains and Losses

	Note	1 April 2012 to 30 September 2013 £	(Unaudited) Year ended 31 March 2012 £
Profit for the financial period		528,881	367,560
Prior period adjustment		<u>(403,950)</u>	<u>-</u>
Total recognised gains and losses since last annual report		<u><u>124,931</u></u>	<u><u>367,560</u></u>

Dawson Whyte Limited

Notes to the Financial Statements

1 Accounting policies

Basis of preparation

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

The balance sheet has been restated for 2012 to align the income recognition policy to the current basis.

Exemption from preparing a cash flow statement

The Company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the Group.

Under Financial Reporting Standard No 1 the Company is exempt from the requirement to prepare a cashflow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover represents amounts receivable for commission on premiums paid to insurance companies net of provisions for an estimate of expected commission refunds payable on future cancellations.

All turnover consists of sales made in the United Kingdom.

Insurance transactions, client money and insurer money

Insurance transactions arise from the settlement of transactions with insurance companies on behalf of insurance intermediaries who are members of the network. A debtor balance representing amounts owing from individual customers is recognised when the member arranges a policy net of provision for an estimate of expected commission refunds payable on future cancellations, along with a creditor balance representing amounts due to the ultimate insurance provider and commissions earned by the intermediary and Dawson Whyte Limited. That element of commission earned by Dawson Whyte Limited is recognised in the profit and loss account at the effective date of the policy.

Insurance broking debtors and creditors are reported in accordance with the requirements of FRS 5, 'Reporting the Substance of Transactions'. The standard precludes assets and liabilities being offset unless net settlement is legally enforceable, and as a result the insurance broking debtors and creditors have been shown as the gross amounts due in respect of each contract, instead of the net amount due to or from clients and underwriters.

The insurance broking account relates to money held by the Company in a client money account for future settlement of insurance transactions.

Dawson Whyte Limited

Notes to the Financial Statements

Goodwill

Positive goodwill is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life. This is generally taken as twenty years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

1 Accounting policies (continued)

Amortisation

Amortisation is provided on intangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Amortisation method and rate
Goodwill	Straight line over 20 years

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Depreciation method and rate
Leasehold improvements	Over the remaining life of the lease
Fixtures and fittings	15% per annum straight line
Motor vehicles	25% per annum straight line
Computers	25% per annum straight line

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Provisions

A provision is recognised when there is a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Deferred tax

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

Foreign currency

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Dawson Whyte Limited
Notes to the Financial Statements

1 Accounting policies (continued)

Hire purchase and leasing

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

Dividends on shares presented within shareholders' funds

Dividends are only recognised as a liability at that date to the extent that they are declared prior to the year end. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Post retirement benefits

The company operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

Dawson Whyte Limited
Notes to the Financial Statements

2 Operating profit

Operating profit is stated after charging:

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Operating leases - land and buildings	68,794	76,857
Loss on sale of tangible fixed assets	12,891	542
Depreciation of owned assets	117,146	30,925
Amortisation of goodwill	175,680	130,134
Auditors remuneration - audit of these financial statements & other assurance services	<u>12,120</u>	<u>-</u>

Amounts receivable by the Company's auditor in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Towergate PartnershipCo Limited.

3 Particulars of employees

The average number of persons employed by the Company (including directors) during the period, analysed by category was as follows:

	1 April 2012 to 30 September 2013 No.	Year ended 31 March 2012 No.
Administration and support	43	43

The aggregate payroll costs of these persons were as follows:

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Wages and salaries	2,001,703	983,600
Social security costs	202,714	82,152
Other pension schemes	<u>83,097</u>	<u>37,884</u>
	<u>2,287,514</u>	<u>1,103,636</u>

Dawson Whyte Limited
Notes to the Financial Statements

4 Directors' remuneration

The directors' remuneration for the period was as follows:

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Directors' emoluments	<u>11,909</u>	<u>20,403</u>

The emoluments of Messrs Hodges and Egan are paid by other Group companies, which make no recharge to the Company. These directors are directors of the ultimate parent company and / or a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Their total emoluments are included in the financial statements of the ultimate parent company.

5 Other interest receivable and similar income

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Bank interest receivable	144	2,022
Other interest receivable	<u>1,103</u>	<u>1,546</u>
	<u>1,247</u>	<u>3,568</u>

6 Interest payable and similar charges

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Other interest payable	245	-
Finance charges payable in respect of finance leases and hire purchase contracts	<u>4,927</u>	<u>1,277</u>
	<u>5,172</u>	<u>1,277</u>

Dawson Whyte Limited
Notes to the Financial Statements

7 Taxation

Tax on profit on ordinary activities

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Current tax		
Corporation tax charge	253,215	163,072
Deferred tax		
Origination and reversal of timing differences	<u>26,473</u>	<u>-</u>
Total tax on profit on ordinary activities	<u><u>279,688</u></u>	<u><u>163,072</u></u>

Factors affecting current tax charge for the year

The current tax on profit on ordinary activities for the period is higher than (2012: higher than) the standard rate of corporation tax in the UK of 23.67% (2012 - 26%).

The differences are explained below:

	1 April 2012 to 30 September 2013 £	Year ended 31 March 2012 £
Profit on ordinary activities before tax	<u>808,569</u>	<u>530,632</u>
Corporation tax at standard rate	191,388	137,964
Capital allowances in excess of depreciation	26,208	24,082
Expenses not deductible for tax purposes	<u>35,619</u>	<u>1,026</u>
Total current tax	<u><u>253,215</u></u>	<u><u>163,072</u></u>

Factors that may affect future tax charges

The Budget on 20 March 2013 announced that the UK corporation tax rate will reduce to 20% by April 2015. A reduction in the rate from 25% to 23% (effective from 1 April 2013) was substantively enacted on 3 July 2012, and a further reduction to 21% (effective from 1 April 2014) and then 20% (effective 1 April 2015) was enacted on 17 July 2013.

This will reduce the company's future current tax charge accordingly. The deferred tax asset at 30 September 2013 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

It has not yet been possible to quantify the full anticipated effect of the announced further 3% rate reduction, although this will further reduce the company's future current tax charge.

Dawson Whyte Limited
Notes to the Financial Statements

8 Intangible fixed assets

	Goodwill £
Cost	
At 1 April 2012	2,342,403
Additions (see note 17)	<u>3,100,000</u>
At 30 September 2013	<u>5,442,403</u>
Amortisation	
At 1 April 2012	1,171,203
Charge for the year	<u>175,680</u>
At 30 September 2013	<u>1,346,883</u>
Net book value	
At 30 September 2013	<u>4,095,520</u>
At 31 March 2012	<u>1,171,200</u>

Dawson Whyte Limited
Notes to the Financial Statements

9 Tangible fixed assets

	Land and buildings £	Fixtures and fittings £	Motor vehicles £	Computer £
Cost				
At 1 April 2012	36,870	329,501	66,280	-
Additions	-	-	45,034	6,825
Disposals	-	-	(46,388)	-
Intercompany transfer	94,716	158,962	28,500	-
At 30 September 2013	<u>131,586</u>	<u>488,463</u>	<u>93,426</u>	<u>6,825</u>
Depreciation				
At 1 April 2012	-	262,298	41,198	-
Charge for the year	24,119	66,018	26,581	428
Eliminated on disposals	-	-	(30,297)	-
Intercompany transfer	-	138,034	9,526	-
At 30 September 2013	<u>24,119</u>	<u>466,350</u>	<u>47,008</u>	<u>428</u>
Net book value				
At 30 September 2013	<u>107,467</u>	<u>22,113</u>	<u>46,418</u>	<u>6,397</u>
At 31 March 2012	<u>36,870</u>	<u>67,203</u>	<u>25,082</u>	<u>-</u>

Dawson Whyte Limited
Notes to the Financial Statements

	Total £
At 1 April 2012	432,651
Additions	51,859
Disposals	(46,388)
Intercompany transfer	<u>282,178</u>
At 30 September 2013	<u>720,300</u>
At 1 April 2012	303,496
Charge for the year	117,146
Eliminated on disposals	(30,297)
Intercompany transfer	<u>147,560</u>
At 30 September 2013	<u>537,905</u>
At 30 September 2013	<u>182,395</u>
At 31 March 2012	<u>129,155</u>

9.1 Leased assets

Included in the total net book value of land and buildings is £70,597 (2012 : £Nil) in respect of assets held under finance leases. Depreciation for the year on these assets was £24,199 (2012: £Nil).

10 Investments held as fixed assets

	30 September 2013 £	31 March 2012 £
Other investments	<u>3,500</u>	<u>3,500</u>

Dawson Whyte Limited
Notes to the Financial Statements

Other investments

	Unlisted investments £
Cost	
At 1 April 2012	<u>3,500</u>
At 30 September 2013	<u>3,500</u>
Net book value	
At 30 September 2013	<u>3,500</u>
At 31 March 2012	<u>3,500</u>

11 Debtors

	30 September 2013 £	31 March 2012 £ (As restated)
Trade debtors in relation to insurance transactions	2,294,559	1,695,731
Other debtors	55,017	275,476
Prepayments and accrued income	88,598	14,358
	<u>2,438,174</u>	<u>1,985,565</u>

Dawson Whyte Limited
Notes to the Financial Statements

12 Cash at bank and in hand

Cash at bank includes £830,449 (2012: £663,372) which constitutes restricted client money & insurer money and not available to pay the general debts of the Company.

13 Creditors: Amounts falling due within one year

	30 September 2013 £	31 March 2012 £ (As restated)
Trade creditors in relation to insurance transactions	2,437,846	1,912,777
Obligations under finance lease and hire purchase contracts	23,739	12,848
Amounts owed to group undertakings	104,155	-
Corporation tax	334,067	38,799
Other taxes and social security	101,632	(24,353)
Directors' current accounts	-	5,799
Other creditors	3,932	852
Accruals and deferred income	53,348	54,376
	<u>3,058,719</u>	<u>2,001,098</u>

14 Creditors: Amounts falling due after more than one year

	30 September 2013 £	31 March 2012 £
Bank loans and overdrafts	-	12,620
Obligations under finance lease and hire purchase contracts	37,231	24,116
	<u>37,231</u>	<u>36,736</u>

Dawson Whyte Limited
Notes to the Financial Statements

15 Obligations under leases and hire purchase contracts

Amounts repayable under finance leases and hire purchase contracts:

	30 September 2013 £	31 March 2012 £
Within one year	(23,739)	(12,848)
In two to five years	<u>(37,231)</u>	<u>(29,960)</u>
	(60,970)	(42,808)
Less finance charges allocated to future periods	<u>-</u>	<u>5,844</u>
	<u><u>(60,970)</u></u>	<u><u>(36,964)</u></u>

Operating lease commitments

As at 30 September 2013 the Company had annual commitments under non-cancellable operating leases as follows:

Operating leases which expire:

	30 September 2013 £	31 March 2012 £
Land and buildings		
Within one year	5,250	14,100
Within two to five years	<u>10,000</u>	<u>-</u>
	<u><u>15,250</u></u>	<u><u>14,100</u></u>

16 Provisions

	Deferred tax £
At 1 April 2012	-
Charged to the profit and loss account	<u>27,393</u>
At 30 September 2013	<u><u>27,393</u></u>

Analysis of deferred tax

	30 September 2013 £	31 March 2012 £
Difference between accumulated depreciation and amortisation and capital allowances	<u><u>(27,393)</u></u>	<u><u>-</u></u>

Dawson Whyte Limited
Notes to the Financial Statements

17 Acquisitions (net assets)

As part of an organisational restructuring of the Dawson Whyte operations within Northern Ireland, on 30 September 2013, the business assets and liabilities of Donaldson and Kenny Limited, General Insurance Brokers Limited and J.N. Craig Limited were transferred to Dawson Whyte Limited.

	Date of Acquisition	Total assets	Liabilities	Net assets	Goodwill	Consideration
Donaldson & Kenny Limited	30 September 2013	1,505,794	(1,505,794)	Nil	1,400,000	1,400,000
General Insurance Brokers Limited	30 September 2013	1,039,387	(1,039,387)	Nil	1,200,000	1,200,000
J.N. Craig Limited	30 September 2013	858,295	(858,295)	Nil	500,000	500,000
Satisfied by intercompany account subsequently settled						3,100,000

18 Acquisitions (fair value)

The book value of the assets and liabilities acquired may be analysed as follows. No fair value adjustments arose in relation to tangible assets and liabilities.

	Tangible assets	Debtors	Cash at Bank & in hand	Creditors due within one year	Net assets
Donaldson & Kenny Limited	2,638	1,074,729	428,427	(1,505,794)	Nil
General Insurance Brokers Limited	31,943	775,166	232,278	(1,039,387)	Nil
J.N. Craig Limited	100,036	618,382	139,877	(858,295)	Nil

Dawson Whyte Limited
Notes to the Financial Statements

19 Share capital

Allotted, called up and fully paid shares

	30 September 2013		31 March 2012	
	No.	£	No.	£
Ordinary Shares of £1 each	4,434,539	4,434,539	-	-
'A' Ordinary Shares of £1 each	-	-	67,430	67,430
'B' Ordinary Shares of £1 each	-	-	67,431	67,431
'D' Ordinary Shares of £1 each	-	-	64,498	64,498
'E' Ordinary Shares of £1 each	-	-	35,180	35,180
'F' Ordinary Shares of £1 each	-	-	1,100,000	1,100,000
	<u>4,434,539</u>	<u>4,434,539</u>	<u>1,334,539</u>	<u>1,334,539</u>

On 21 November 2012 all the shares were reclassified into £1 ordinary shares.

New shares allotted

During the period 3,100,000 Ordinary shares having an aggregate nominal value of £3,100,000 were allotted for an aggregate consideration of £3,100,000.

20 Reserves

	Profit and loss account £
At 1 April 2012	981,862
Profit for the period	528,881
Dividends	(497,194)
Prior year adjustment	<u>(403,950)</u>
At 30 September 2013	<u>609,599</u>

Dawson Whyte Limited
Notes to the Financial Statements

21 Reconciliation of movement in shareholders' funds

	30 September 2013 £	31 March 2012 £ (As restated)
Profit attributable to the members of the Company	528,881	367,560
Prior year adjustment	(403,950)	-
Dividends	(497,194)	(527,847)
New share capital subscribed	<u>3,100,000</u>	<u>-</u>
Net addition/(reduction) to shareholders funds	2,727,737	(160,287)
Shareholders' funds at start of period	<u>2,316,401</u>	<u>2,476,688</u>
Shareholders' funds at end of period	<u>5,044,138</u>	<u>2,316,401</u>

Dawson Whyte Limited
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22 Pension schemes

Defined contribution pension scheme

Towergate PartnershipCo Limited and the Company operate a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the Company to the scheme and amounted to £83,097 (2012 - £37,884).

Contributions totalling £3,932 (2012 - £Nil) were payable to the scheme at the end of the period and are included in creditors.

23 Related party transactions

The Company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the Group.

24 Control

The parent of the largest Group in which results are consolidated is Towergate PartnershipCo Limited.

Consolidated financial statements are available from:

Towergate House
Eclipse Park
Sittingbourne Road
Maidstone
Kent ME14 3EN

The ultimate parent company is Towergate PartnershipCo Limited.

25 Prior year adjustment

The prior year comparatives have been restated to effect a change in policy in respect of the timing of revenue recognition. Previously the commission on policies sold was recognised on a cash received basis, however in the current year insurance debtors, the corresponding payments due to insurance companies and the recognition of income is recorded on the effective date of the relevant policy. This has resulted in an increase in debtors of £1,695,731, cash of £663,372, creditors of £1,955,153, P&L reserve of £403,950 and net assets of £403,950. There has been no impact on the 2012 profit and loss account.