

**Report of the Directors and  
Financial Statements for the Year Ended 31 March 2017  
for  
Rowlandson Investments Limited**

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for the Year Ended 31 March 2017**

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**Rowlandson Investments Limited**

**Company Information  
for the Year Ended 31 March 2017**

**DIRECTORS:**

R G St J Rowlandson FCA  
E T M Rowlandson

**SECRETARY:**

Finance And Industrial Trust Limited(The)

**REGISTERED OFFICE:**

Graham House  
7 Wyllyotts Place  
Potters Bar  
Hertfordshire  
EN6 2JD

**REGISTERED NUMBER:**

00707194 (England and Wales)

**AUDITORS:**

Grant Thornton UK LLP  
Chartered Accountants and Statutory Auditors  
Victoria House  
199 Avebury Boulevard  
Milton Keynes  
MK9 1AU

**Report of the Directors  
for the Year Ended 31 March 2017**

The directors present their report with the financial statements of the company for the year ended 31 March 2017.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of the provision of commercial lending facilities, related financial services and management services.

**EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 April 2016 to the date of this report.

R G St J Rowlandson FCA  
E T M Rowlandson

The group has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

**DONATIONS**

During the year the company made donations totalling £7,682 to local causes.

**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 ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Grant Thornton UK LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**Rowlandson Investments Limited (Registered number: 00707194)**

**Report of the Directors  
for the Year Ended 31 March 2017**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**ON BEHALF OF THE BOARD:**

Finance And Industrial Trust Limited(The) - Secretary

4 October 2017

## **Report of the Independent Auditors to the Members of Rowlandson Investments Limited**

We have audited the financial statements of Rowlandson Investments Limited for the year ended 31 March 2017 on pages six to thirteen. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 two, 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 (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **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 March 2017 and of its loss 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, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Directors' Report has been prepared in accordance with applicable legal requirements.

### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the Audit, we have not identified any material misstatements in the Report of the Directors'.

**Report of the Independent Auditors to the Members of  
Rowlandson Investments 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
- 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

David Newstead (Senior Statutory Auditor)  
for and on behalf of Grant Thornton UK LLP  
Chartered Accountants and Statutory Auditors  
Victoria House  
199 Avebury Boulevard  
Milton Keynes  
MK9 1AU

11 October 2017

**Statement of Comprehensive Income  
for the Year Ended 31 March 2017**

|  | Notes | 31.3.17<br>£       | 31.3.16<br>£       |
|--|-------|--------------------|--------------------|
| <b>TURNOVER</b>                                    |       | 21,457             | 393,570            |
| Administrative expenses                            |       | <u>3,671,926</u>   | <u>8,340,393</u>   |
| <b>OPERATING LOSS</b>                              | 4     | <u>(3,650,469)</u> | <u>(7,946,823)</u> |
| Interest receivable and similar income             |       | <u>1,270,170</u>   | <u>1,375,931</u>   |
|  |       | (2,380,299)        | (6,570,892)        |
| Interest payable and similar expenses              |       | <u>1,238,405</u>   | <u>1,279,068</u>   |
| <b>LOSS BEFORE TAXATION</b>                        |       | <u>(3,618,704)</u> | <u>(7,849,960)</u> |
| Tax on loss  | 6     | <u>(751,048)</u>   | <u>(1,639,888)</u> |
| <b>LOSS FOR THE FINANCIAL YEAR</b>                 |       | <u>(2,867,656)</u> | <u>(6,210,072)</u> |
| <b>OTHER COMPREHENSIVE INCOME</b>                  |       | <u>-</u>           | <u>-</u>           |
| <b>TOTAL COMPREHENSIVE INCOME<br/>FOR THE YEAR</b> |       | <u>(2,867,656)</u> | <u>(6,210,072)</u> |



**Rowlandson Investments Limited (Registered number: 00707194)**

**Balance Sheet**  
**31 March 2017**

|  | Notes | 31.3.17<br>£        | 31.3.16<br>£        |
|--|-------|---------------------|---------------------|
| <b>FIXED ASSETS</b>                          |       |                     |                     |
| Investments                                  | 7     | 4,709,260           | 4,709,260           |
| <b>CURRENT ASSETS</b>                        |       |                     |                     |
| Debtors: amounts falling due within one year | 8     | 38,211,117          | 30,556,066          |
| Cash at bank and in hand                     |       | <u>1,875,087</u>    | <u>461,404</u>      |
|  |       | 40,086,204          | 31,017,470          |
| <b>CREDITORS</b>                             |       |                     |                     |
| Amounts falling due within one year          | 9     | <u>(40,754,417)</u> | <u>(28,818,027)</u> |
| <b>NET CURRENT (LIABILITIES)/ASSETS</b>      |       | <u>(668,213)</u>    | <u>2,199,443</u>    |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       | 4,041,047           | 6,908,703           |
| <b>CREDITORS</b>                             |       |                     |                     |
| Amounts falling due after more than one year | 10    | <u>(3,456,463)</u>  | <u>(3,456,463)</u>  |
| <b>NET ASSETS</b>                            |       | <u>584,584</u>      | <u>3,452,240</u>    |
| <b>CAPITAL AND RESERVES</b>                  |       |                     |                     |
| Called up share capital                      |       | 276,551             | 276,551             |
| Other reserves                               |       | 236,302             | 236,302             |
| Retained earnings                            |       | <u>71,731</u>       | <u>2,939,387</u>    |
| <b>SHAREHOLDERS' FUNDS</b>                   |       | <u>584,584</u>      | <u>3,452,240</u>    |

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 9 October 2017 and were signed on its behalf by:

E T M Rowlandson - Director

**Statement of Changes in Equity  
for the Year Ended 31 March 2017**

|                                 | Called up<br>share<br>capital<br>£ | Retained<br>earnings<br>£ | Other<br>reserves<br>£ | Total<br>equity<br>£ |
|---------------------------------|------------------------------------|---------------------------|------------------------|----------------------|
| <b>Balance at 1 April 2015</b>  | 276,551                            | 9,149,459                 | 236,302                | 9,662,312            |
| <b>Changes in equity</b>        |                                    |                           |                        |                      |
| Total comprehensive income      | -                                  | (6,210,072)               | -                      | (6,210,072)          |
| <b>Balance at 31 March 2016</b> | <u>276,551</u>                     | <u>2,939,387</u>          | <u>236,302</u>         | <u>3,452,240</u>     |
| <b>Changes in equity</b>        |                                    |                           |                        |                      |
| Total comprehensive income      | -                                  | (2,867,656)               | -                      | (2,867,656)          |
| <b>Balance at 31 March 2017</b> | <u>276,551</u>                     | <u>71,731</u>             | <u>236,302</u>         | <u>584,584</u>       |

**Notes to the Financial Statements  
for the Year Ended 31 March 2017**

**1. STATUTORY INFORMATION**

Rowlandson Investments Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

These financial statements are the company's first in accordance with FRS102.

**Preparation of consolidated financial statements**

The financial statements contain information about Rowlandson Investments Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, RO Trading Limited, Graham House, 7 Wyllyotts Place, Potters Bar, Hertfordshire, EN6 2JD.

**Investments**

Fixed asset investments are shown at cost less provision for impairment.

Investments in subsidiary companies represent the cost of acquisition of the share capital less provision for impairment.

**Turnover**

Turnover represents the value of goods sold and fees receivable net of VAT in respect of the provision of management and other services. The whole of the turnover is derived from the UK market.

**Taxation**

UK corporation tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Lease commitments**

Rentals paid under operating leases are charged on a straight line basis over the lease term, even if payments are not made on such a basis.

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2017**

**2. ACCOUNTING POLICIES - continued**

**Pension costs**

The company operates a defined contribution group personal pension scheme. The amount charged to the profit and loss account represents contributions payable by the company to the individual policies effected by the employees with an independent Insurance Company in funds separate from the company's finances.

**Long term debt instruments**

The finance cost recognised in the profit and loss account in respect of long term debt instruments is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 6 (2016 - 5) .

**4. OPERATING LOSS**

The operating loss is stated after charging:

|                          | 31.3.17      | 31.3.16       |
|--------------------------|--------------|---------------|
|                          | £            | £             |
| Operating lease costs    | 13,641       | 14,811        |
| Directors' pension costs | <u>3,250</u> | <u>13,690</u> |

**5. EXCEPTIONAL ITEMS**

|                                | 31.3.17            | 31.3.16            |
|--------------------------------|--------------------|--------------------|
|                                | £                  | £                  |
| Provision on intercompany loan | <u>(3,250,000)</u> | <u>(7,500,000)</u> |

A provision has been made in the year against the amount owed by RO Properties Limited to the company for £3,250,000 (2016: £7,500,000) to provide for amounts which may not be repaid.

**6. TAXATION**

**Analysis of the tax credit**

The tax credit on the loss for the year was as follows:

|                       | 31.3.17          | 31.3.16            |
|-----------------------|------------------|--------------------|
|                       | £                | £                  |
| Current tax:          |                  |                    |
| UK corporation tax    | (752,929)        | (1,558,056)        |
| Prior year adjustment | <u>422</u>       | <u>(81,832)</u>    |
| Total current tax     | <u>(752,507)</u> | <u>(1,639,888)</u> |
| Deferred tax          | <u>1,459</u>     | <u>-</u>           |
| Tax on loss           | <u>(751,048)</u> | <u>(1,639,888)</u> |

**Notes to the Financial Statements - continued**  
**for the Year Ended 31 March 2017**

**6. TAXATION - continued**

**Reconciliation of total tax credit included in profit and loss**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

|  | 31.3.17<br>£       | 31.3.16<br>£       |
|--|--------------------|--------------------|
| Loss before tax  | <u>(3,618,704)</u> | <u>(7,849,960)</u> |
| Loss multiplied by the standard rate of corporation tax in the UK of 20%<br>(2016 - 20%) | (723,741)          | (1,569,992)        |
| Effects of:  |                    |                    |
| Expenses not deductible for tax purposes   | 2,812              | 11,936             |
| Reversal of previously disallowed accrual  | (32,000)           | -                  |
| Prior year adjustment  | 422                | (81,832)           |
| Deferred tax rate adjustment   | 1,459              | -                  |
| Total tax credit   | <u>(751,048)</u>   | <u>(1,639,888)</u> |

**7. FIXED ASSET INVESTMENTS**

|                                      | Shares in<br>group<br>undertakings<br>£ | Other<br>investments<br>£ | Totals<br>£      |
|--------------------------------------|---|---------------------------|------------------|
| <b>COST</b>                          |   |                           |                  |
| At 1 April 2016<br>and 31 March 2017 | <u>4,674,260</u>                        | <u>35,000</u>             | <u>4,709,260</u> |
| <b>NET BOOK VALUE</b>                |   |                           |                  |
| At 31 March 2017                     | <u>4,674,260</u>                        | <u>35,000</u>             | <u>4,709,260</u> |
| At 31 March 2016                     | <u>4,674,260</u>                        | <u>35,000</u>             | <u>4,709,260</u> |

The above investments are stated at cost less any provision for impairment.

**Subsidiary undertakings**

The company's principal subsidiary undertakings, all of which are incorporated in England and Wales, are set out below:-

| Name and Nature of Business   | Share<br>Class | The<br>Company | Subsidiary<br>Undertakings | Note                                     |
|-------------------------------|----------------|----------------|----------------------------|--|
| Rowlandson Properties Limited | Ordinary       | 100%           | -                          |  |
| Property Investment           | Deferred       | 100%           | -                          |  |
| Choughley Properties Limited  | Ordinary       | 66.7%          | 33.3%                      | Held by Derrymoyle Limited               |
| Interim Holding Company       |                |                |                            |  |
| Derrymoyle Limited            | Ordinary       | 62%            | 38%                        | Held by Rowlandson<br>Properties Limited |
| Property Investment           |                |                |                            |  |

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2017**

**8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | 31.3.17           | 31.3.16           |
|------------------------------------|-------------------|-------------------|
|                                    | £                 | £                 |
| Amounts owed by group undertakings | 6,766,010         | 6,664,634         |
| Amounts owed by related parties    | 30,245,502        | 22,285,383        |
| Other debtors                      | 375,406           | 245               |
| Corporation tax                    | 752,929           | 1,587,241         |
| Deferred tax asset                 | 27,726            | -                 |
| VAT                                | 21,838            | -                 |
| Prepayments                        | 21,706            | 18,563            |
|                                    | <u>38,211,117</u> | <u>30,556,066</u> |

**9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | 31.3.17           | 31.3.16           |
|------------------------------------|-------------------|-------------------|
|                                    | £                 | £                 |
| Bank loans and overdrafts          | 7,064             | 94,960            |
| Trade creditors                    | 59,133            | 21,571            |
| Amounts owed to group undertakings | 39,107,560        | 27,694,271        |
| Amounts owed to related parties    | 498               | 498               |
| Corporation tax                    | 80,097            | 2,232             |
| Social security and other taxes    | 3,691             | 9,551             |
| VAT                                | -                 | 61,336            |
| Other creditors                    | 55,564            | 44,873            |
| Deposits held                      | 1,402,097         | 633,049           |
| Accruals and deferred income       | 38,713            | 255,686           |
|                                    | <u>40,754,417</u> | <u>28,818,027</u> |

**10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

|  | 31.3.17          | 31.3.16          |
|--|------------------|------------------|
|  | £                | £                |
| Subordinated unsecured loan stock 2050       | <u>3,456,463</u> | <u>3,456,463</u> |
| Amounts falling due in more than five years: |                  |                  |
| Repayable otherwise than by instalments      |                  |                  |
| Subordinated unsecured loan stock 2050       | <u>3,456,463</u> | <u>3,456,463</u> |

**11. CONTINGENT LIABILITIES**

The company has guaranteed certain of the bank loans and overdrafts of its subsidiary undertakings to an unlimited extent. At 31 March 2017 the total liability of the subsidiary undertakings amounted to £Nil (2016: £Nil).

**12. RELATED PARTY DISCLOSURES**

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2017**

**13. POST BALANCE SHEET EVENTS**

There has been no event since the balance sheet date that could materially affect the state of affairs of the company as at 31 March 2017 or that requires disclosure.

**14. ULTIMATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY**

The company is a subsidiary undertaking of RO Trading Limited a company incorporated in England and Wales.

Mr R G St J Rowlandson, a director of RO Trading Limited and members of his close family, control the company as a result of them owning and controlling the issued share capital of RO Trading Limited, the ultimate parent company.

RO Trading Limited is the parent company of the largest and smallest group of which the company is a member for which consolidated accounts are prepared. Copies of its group accounts can be obtained from Graham House, 7 Wyllyotts Place, Potters Bar, Hertfordshire, EN6 2JD.

**15. FIRST YEAR ADOPTION**

The Financial Reporting Standard 102 was adopted for the accounting period. There are no adjustments required to results or balances at 31 March 2016 or 31 March 2017 as a result of the application of FRS 102.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.