

**Audited Financial Statements for the Year Ended 31 March 2022**

**for**

**Rowlandson Investments Limited**

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for the Year Ended 31 March 2022**

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**Rowlandson Investments Limited**

**Company Information  
for the Year Ended 31 March 2022**

**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:**

KPMG LLP  
Statutory Auditor and Chartered Accountants.  
58 Clarendon Road  
Watford  
WD17 IDE

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

**Balance Sheet**  
**31 March 2022**

	Notes	31.3.22 £	£	31.3.21 £	£
<b>FIXED ASSETS</b>					
Tangible assets	4		30,988		45,430
Investments	5		3,223		3,223
Investment property	6		4,525,000		-
			<u>4,559,211</u>		<u>48,653</u>
<b>CURRENT ASSETS</b>					
Debtors	7	38,223,250		40,019,465	
Cash at bank and in hand		<u>138,148</u>		<u>112,543</u>	
		38,361,398		40,132,008	
<b>CREDITORS</b>					
Amounts falling due within one year	8	<u>71,903,967</u>		<u>60,263,241</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(33,542,569)</u>		<u>(20,131,233)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			(28,983,358)		(20,082,580)
<b>CREDITORS</b>					
Amounts falling due after more than one year	9		-		3,456,463
<b>NET LIABILITIES</b>			<u>(28,983,358)</u>		<u>(23,539,043)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital			276,551		276,551
Other reserves			236,302		236,302
Retained earnings			<u>(29,496,211)</u>		<u>(24,051,896)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>(28,983,358)</u>		<u>(23,539,043)</u>

The financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

In accordance with Section 444 of the Companies Act 2006, the Statement of Comprehensive Income has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 8 September 2022 and were signed on its behalf by:

E T M Rowlandson - Director

**Notes to the Financial Statements  
for the Year Ended 31 March 2022**

**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**

Notwithstanding net liabilities of £29 million (2021: £23.5 million), net current liabilities of £33.5 million (2021: £20.1 million), as at 31 March 2022 and a loss for the year then ended of £5.4 million (2021: £1.1million), the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Directors monitor the liquidity of the Company and other subsidiaries within RO Trading Limited Group. The directors have prepared cash flow forecast for a period of 14 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible downsides incorporating no growth projections, the company is able to cover its operating costs and service its outstanding debt obligations inline with the agreed repayment dates with no resulting cash-shortfall. Those forecasts are dependent on RO Trading Limited not seeking repayment of the amounts currently due from the Company, which at 31 March 2022 amounted to £62.8 million, and providing additional financial support during that period. RO Trading Limited has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

**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.

**Turnover**

Turnover represents the value of services 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.

**Tangible fixed assets**

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment.

At each reporting end date, the group reviews the valuations of its tangible assets to determine whether there is any indication that those assets have a movement in valuation.

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost or valuation as follows:

Fixtures and fittings	15% on Cost
Computer equipment	33% on Cost and 25% on Cost

**Investments in subsidiaries**

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.

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2022**

**2. ACCOUNTING POLICIES - continued**

**Investment property**

Investment properties are accounted for as follows:-

Investment properties are initially recognised at cost which includes purchase costs and any directly attributable expenditure.

Investment properties whose fair value can be measured reliably are measured at fair value. The surplus or deficit on revaluation is recognised in the profit and loss account and accumulated in the profit and loss reserve unless a deficit below original cost, or its reversal on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

**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.

**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.

**Pension costs and other post-retirement benefits**

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.

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2022**

**2. ACCOUNTING POLICIES - continued**

**Debtors**

Short term debtors are measured at transaction price, less any Impairment.

**Creditors**

Short term creditors are measured at transaction price.

**Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on demand.

**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.

**Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected.

If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate.

The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

**Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

**Interest receivable and interest payable**

Interest payable and similar expenses include interest payable. Other interest receivable and similar income include interest receivable on funds invested, loans granted and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

**Interest-bearing borrowings classified as basic financial instruments**

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

**Short term employee benefits**

Short term benefits, including holiday pay and other similar non-monetary benefits are recognised as an expense in the period in which the service is received.

**Ordinary Shares**

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 6 (2021 - 6) .

Notes to the Financial Statements - continued  
for the Year Ended 31 March 2022

4. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Computer equipment £	Totals £
<b>COST</b>			
At 1 April 2021 and 31 March 2022	<u>79,715</u>	<u>10,950</u>	<u>90,665</u>
<b>DEPRECIATION</b>			
At 1 April 2021	39,686	5,549	45,235
Charge for year	<u>11,957</u>	<u>2,485</u>	<u>14,442</u>
At 31 March 2022	<u>51,643</u>	<u>8,034</u>	<u>59,677</u>
<b>NET BOOK VALUE</b>			
At 31 March 2022	<u>28,072</u>	<u>2,916</u>	<u>30,988</u>
At 31 March 2021	<u>40,029</u>	<u>5,401</u>	<u>45,430</u>

5. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
<b>COST</b>	
At 1 April 2021 and 31 March 2022	<u>3,223</u>
<b>NET BOOK VALUE</b>	
At 31 March 2022	<u>3,223</u>
At 31 March 2021	<u>3,223</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 Class	The Company	Subsidiary Undertakings	Note
Rowlandson Properties Limited	Ordinary	100%	-	
Property Investment	Deferred	100%	-	
Choughley Properties Limited	Ordinary	66.7%	33.3%	Held by Derrymoyle Limited
Holding Company				
Derrymoyle Limited	Ordinary	62%	38%	Held by Rowlandson
Holding Company				Properties Limited



Notes to the Financial Statements - continued  
for the Year Ended 31 March 2022

6. INVESTMENT PROPERTY

	Total £
<b>FAIR VALUE</b>	
Additions	4,813,631
Revaluations	(288,631)
At 31 March 2022	<u>4,525,000</u>
<b>NET BOOK VALUE</b>	
At 31 March 2022	<u>4,525,000</u>

Freehold and long leasehold land and buildings have been valued by the Directors and members of management, including members of the Royal Institution of Chartered Surveyors, on an open market basis at 31 March 2022.

The Company's freehold and long leasehold land and buildings are all held as investment properties, under operating leases with lessees.

Fair value at 31 March 2022 is represented by:

	£
Valuation in 2022	(288,631)
Cost	<u>4,813,631</u>
	<u>4,525,000</u>

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.22 £	31.3.21 £
Trade debtors	343	35
Amounts owed by group undertakings	42,000	6,000
Amounts owed by related parties	1,178,542	-
Amounts owed by associates	34,072,825	39,226,346
Other debtors	418,417	418,392
Corporation tax	1,412,860	249,076
Deferred tax asset	103,503	27,726
Accruals	941,005	-
Prepayments	53,755	91,890
	<u>38,223,250</u>	<u>40,019,465</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.22 £	31.3.21 £
Trade creditors	65,468	65,031
Amounts owed to group undertakings	68,888,612	58,744,272
Amounts owed to related parties	8,486	498
Corporation tax	-	4,098
Social security and other taxes	11,932	8,444
VAT	43,766	50,044
Other creditors	37,442	24,826
Deposits held	1,444,279	1,327,633
Accruals and deferred income	1,403,982	38,395
	<u>71,903,967</u>	<u>60,263,241</u>

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2022**

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR - continued**

Amounts owed and due from related parties are repayable on demand and are interest bearing at a rate of 2% above Bank of England base rate.

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

	31.3.22	31.3.21
	£	£
Subordinated unsecured loan stock 2050	-	<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>

During the year the subordinated unsecured loan stock 2050 was novated from Rowlandson Investments Limited to RO Trading Limited at par.

**10. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006**

The Auditors' Report was unqualified.

Mark Smith (Senior Statutory Auditor)  
for and on behalf of KPMG LLP

**11. 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.

As at the balance sheet date the company had the following liability

	2022	2021
	£	£
Key management personnel of the Company	<u>1,346,704</u>	<u>1,330,874</u>

**12. 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 2022 or that requires disclosure.

**13. 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.

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.