

Company registration number 01151450 (England and Wales)

**ROSSAIR LIMITED**

**UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

**PAGES FOR FILING WITH REGISTRAR**

# ROSSAIR LIMITED

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# ROSSAIR LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2021

	Notes	2021 £	£	2020 £	£
<b>Fixed assets</b>					
Intangible assets	4		146,711		118,531
Tangible assets	5		4,141		4,325
			<u>150,852</u>		<u>122,856</u>
<b>Current assets</b>					
Debtors	6	1,083,504		1,330,575	
Cash at bank and in hand		475,001		618,752	
		<u>1,558,505</u>		<u>1,949,327</u>	
<b>Creditors: amounts falling due within one year</b>	7	(942,381)		(1,480,296)	
<b>Net current assets</b>			<u>616,124</u>		<u>469,031</u>
<b>Total assets less current liabilities</b>			<u>766,976</u>		<u>591,887</u>
<b>Creditors: amounts falling due after more than one year</b>	8		(174,941)		(250,000)
<b>Provisions for liabilities</b>			<u>(557)</u>		<u>(557)</u>
<b>Net assets</b>			<u>591,478</u>		<u>341,330</u>
<b>Capital and reserves</b>					
Called up share capital			100		100
Profit and loss reserves			591,378		341,230
<b>Total equity</b>			<u>591,478</u>		<u>341,330</u>

## **ROSSAIR LIMITED**

### **BALANCE SHEET (CONTINUED)**

***AS AT 31 DECEMBER 2021***

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The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2021 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

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

The financial statements were approved by the board of directors and authorised for issue on 1 June 2022 and are signed on its behalf by:

Mr A J Sanders  
**Director**

**Company Registration No. 01151450**

# ROSSAIR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 1 Accounting policies

##### Company information

Rossair Limited is a private company limited by shares incorporated in England and Wales. The registered office is West Gate, 104 High Street, Alton, Hampshire, England, GU34 1EN.

##### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

##### 1.2 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

Amounts due under the licence and revenue sharing agreement with Rossair Partners LLP is deducted from turnover in the year it arises.

##### 1.3 Intangible fixed assets other than goodwill

Intellectual Property are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Intellectual property	- Straight line over 3 years
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# ROSSAIR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

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### 1 Accounting policies

(Continued)

#### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	- 25% - 33% on cost
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### 1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.6 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

# ROSSAIR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

### 1 Accounting policies

(Continued)

#### 1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### *Basic financial assets*

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### *Classification of financial liabilities*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### *Basic financial liabilities*

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

## ROSSAIR LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 1 Accounting policies

(Continued)

##### 1.10 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

##### 1.11 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

##### 1.12 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

#### 3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	4	32
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## ROSSAIR LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

#### 4 Intangible fixed assets

	Intellectual property £
<b>Cost</b>	
At 1 January 2021	170,684
Additions	98,400
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At 31 December 2021	269,084
	<hr/>
<b>Amortisation and impairment</b>	
At 1 January 2021	52,153
Amortisation charged for the year	70,220
	<hr/>
At 31 December 2021	122,373
	<hr/>
<b>Carrying amount</b>	
At 31 December 2021	146,711
	<hr/> <hr/>
At 31 December 2020	118,531
	<hr/> <hr/>

#### 5 Tangible fixed assets

	Computers £
<b>Cost</b>	
At 1 January 2021	59,075
Additions	2,285
	<hr/>
At 31 December 2021	61,360
	<hr/>
<b>Depreciation and impairment</b>	
At 1 January 2021	54,750
Depreciation charged in the year	2,469
	<hr/>
At 31 December 2021	57,219
	<hr/>
<b>Carrying amount</b>	
At 31 December 2021	4,141
	<hr/> <hr/>
At 31 December 2020	4,325
	<hr/> <hr/>

## ROSSAIR LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

#### 6 Debtors

	2021	2020
	£	£
Amounts falling due within one year:		
Trade debtors	722,508	988,907
Corporation tax recoverable	5,945	5,945
Other debtors	355,051	335,723
	<u>1,083,504</u>	<u>1,330,575</u>

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

	2021	2020
	£	£
Bank loans	50,000	-
Trade creditors	760,058	1,169,566
Taxation and social security	127,236	286,281
Other creditors	5,087	24,449
	<u>942,381</u>	<u>1,480,296</u>

#### 8 Creditors: amounts falling due after more than one year

	2021	2020
	£	£
Bank loans and overdrafts	174,941	250,000

The loan is guaranteed by the government under the Coronavirus Business Interruption Loan Scheme (CBILS).

Creditors which fall due after five years are as follows:

	2021	2020
	£	£
Payable by instalments	-	50,000

#### 9 Operating lease commitments

##### Lessee

At the balance sheet date, the company had no operating lease commitments (2020 - nil).

## ROSSAIR LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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**9 Operating lease commitments**

**(Continued)**

**10 Related party transactions**

The Company has a licence and revenue sharing agreement with Rossair Partners LLP ("the LLP"). The Company and the LLP are related by virtue of the fact that Mr A J Sanders and Mr L Smith hold a beneficial interest in the Company as well as being Designated Members of the LLP.

During the accounting period the following transactions arose between the Company and the LLP :

- Revenue share payable by the Company to the LLP of £1,878,498 (2020: £1,701,813);
- Operating cost recharges payable by the LLP to the Company of £1,109,580 (2020: £953,360); and
- Licence fees payable by the LLP to the Company of £90,925 (2020: £340,363).

These transactions are posted to the Company's profit and loss account against turnover and described as "Net revenue share with LLP" and amounted to a charge in the year of £677,993 (2020: £408,090).

At the balance sheet date, the LLP owed £118,059 (2020: £2,309) to the Company.

**11 Parent company**

The parent company is Cuadro Limited and the ultimate parent is Cuadro Holdings Limited. Both companies are registered in England and Wales.

Mr A Sanders, a director, is the ultimate controlling party by virtue of his majority shareholding of the issued share capital of Cuadro Holdings Limited.

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.