

Rowns moss Limited

Registered in England and Wales Company Number 01185176

Annual report and financial statements for the year ended 31 August 2018



Rowns moss Limited

Annual report and financial statements for the year ended 31 August 2018

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Rowns moss Limited

Officers and professional advisers

Directors

J S Walker

P M Delaney (resigned 31 August 2018)

I C Mellor (appointed 18 March 2018)

Secretary

C J Taylor

Registered and principal office

Eton College

Eton

Windsor

Berkshire

SL4 6DB

Bankers

Barclays Bank PLC

8 High Street

Eton

Windsor

Berkshire

SL4 6AU

BlackRock

JPMorgan House

International Financial Services Centre

Dublin 1

Ireland

Solicitors

Charles Russell Speechlys

5 Fleet Place

London

EC4A 1RS

Auditor

Crowe U.K. LLP

St Bride's House

10 Salisbury Square

London

EC4Y 8EH

Rowns moss Limited

Directors' Report for the year ended 31 August 2018

The directors present their annual report and the audited financial statements of the company for the year ended 31 August 2018. This Directors' Report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption.

Principal activities

The principal activities of the company are property development, management and rental.

Results for the year and future prospects

The company's trading results are set out in the profit and loss account on page 7. The loss for the year before gift aid and taxation was £177,033 (2017: loss of £300,509).

During the year, the Company continued to support the Development Funding Agreement to facilitate the development by a third party of two retail units. The units were completed during the year and retailers commenced their tenancies in April 2018. Any rent received by the developer was paid to the company to reduce the loan balance. At 31 August 2018 the loan was £6,457,009 (2017: £4,919,104) and accrued interest, at 6% per annum, was £441,723 (2017: £78,793). In November 2018 the company agreed to surrender its pre-emption rights and the properties were sold on the open market. The transaction was completed in December 2018. The company received a development profit of £830,126.

Directors

The current directors who served throughout the financial year and up to the date of this report are as shown on page 1.

Going concern

The company had closing net liabilities of £185,821 (2017: net liabilities £8,788). The directors are optimistic that the company will return to profit in the short term as a result of the profit on completion of the project noted above.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. No material uncertainties in relation to the ability of the company to continue on a going concern basis have been identified by the directors. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

Rownsmoss Limited

Directors' Report for the year ended 31 August 2018 (continued)

•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 of disclosure of information to auditors

The directors of the company who held office at the date of approval of this Directors' Report confirm that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by the Companies Act 2006.

Auditor

Crowe U.K. LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

By order of the board



J S Walker

Director

Date: 5 February 2019

Rowns moss Limited

Independent Auditor's Report to the Members of Rowns moss Limited

Opinion

We have audited the financial statements of Rowns moss Limited for the year ended 31 August 2018 which comprise the Profit and Loss Account, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Rowns moss Limited

Independent Auditor's Report to the Members of Rowns moss Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our 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; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 material misstatements in directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the company, 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 in preparing the directors report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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Independent Auditor's Report to the Members of Rowns moss Limited (continued)

Use of this report

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.



Tina Allison
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
St Bride's House,
10 Salisbury Square,
London,
EC4Y 8EH

6 March 2019

Rowns moss Limited

Profit and loss account for the year ended 31 August 2018

	Notes	2018 £	2017 £
Turnover	3	35,574	36,398
Cost of sales		(310,294)	(229,695)
Gross Loss		(274,720)	(193,297)
Administrative expenses		(11,530)	(4,931)
Revaluation of stock		-	(250,000)
Revaluation of investment property		115,625	147,980
Operating Loss	4	(170,625)	(300,248)
Interest receivable		363,369	79,690
Interest payable		(369,777)	(79,951)
Loss before tax and gift aid		(177,033)	(300,509)
Payment under gift aid	5	-	(4,420)
Loss for the financial year before tax		(177,033)	(304,929)
Tax on loss for year		-	-
Loss for the financial year after tax	12	(177,033)	(304,929)

The notes on pages 9 to 12 form part of these financial statements.

Rowns moss Limited

Balance sheet as at 31 August 2018

	Notes	2018 £	2017 £
Fixed assets			
Investment property	7	1,002,225	886,600
Current assets			
Debtors	8	6,912,128	4,958,332
Cash at bank and in hand		123,547	548,943
Total current assets		7,035,675	5,507,275
Creditors - amounts falling due within one year	9	(7,472,139)	(5,643,664)
Net current liabilities		(436,464)	(136,389)
Total assets less current liabilities		565,761	750,211
Creditors - amounts falling after one year	10	(751,582)	(758,999)
Total net liabilities		(185,821)	(8,788)
Capital and reserves			
Called up share capital	11	2	2
Profit and loss account	12	(185,823)	(8,790)
Shareholders' funds	12	(185,821)	(8,788)

The notes on pages 9 to 12 form part of these financial statements.

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

The financial statements of Rowns moss Limited, registered number 01185176, were authorised for issue and approved by the board of directors on 5 February 2019.



JS Walker
Director

Rownsmoss Limited

Notes to the financial statements for the year ended 31 August 2018

1 Company information

Rownsmoss Limited is a private company limited by shares and registered in England and Wales (company number 01185176). The address of the registered office is Eton College, Eton, Windsor, Berkshire SL4 6DB.

2 Accounting policies

Basis of preparation of financial statements

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 ('FRS 102') Section 1A Small Entities, and with the Companies Act 2006. The financial statements have been prepared on the historical cost convention as modified by the revaluation of investment properties at fair value through profit and loss.

Going concern

The financial statements have been prepared on the going concern basis. The directors' considerations in relation to going concern are included in the Directors' Report.

Turnover

Turnover represents the proceeds, excluding VAT where applicable, from rental income.

Investment properties

Independent valuers valued leasehold investment properties at 31 August 2017 and 31 August 2018. The aggregate surplus or deficit is transferred to unrealised gains and losses and shown on the profit and loss account. These properties are not depreciated.

Debtors

Debtors are recognised at the settlement date and measured at the transaction value.

Creditors

Trade creditors are measured at the transaction value as per the invoice. Other liabilities such as amount due to parent undertaking and other creditors are measured at transaction value.

Financial Instruments

Rownsmoss Limited has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at amortised cost. Financial assets held at amortised cost comprise cash at bank and in hand and trade debtors. Financial liabilities held at amortised cost comprise inter-company balances.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Rownsmoss Limited

Notes to the financial statements for the year ended 31 August 2018 (continued)

3 Turnover

The company's activities consist of property development, management and rental in the United Kingdom. Turnover arising from property development represents the proportion of work performed on long term contracts based on costs incurred to date. Turnover relating to rental income is recognised in the period to which it relates.

Rownsmoss Limited recognises ground rent income of £7,500 (2017: £12,244) in its financial statements. These service charges are collected by Eton Riverside Management Company Limited as an agent of Rownsmoss Limited.

4 Loss before tax and gift aid

	2018 £	2017 £
Loss before tax and gift aid is stated after charging:		
Auditor's remuneration		
Fees payable to the company's auditor for the audit of the company's annual accounts (net of VAT)	4,780	4,600

5 Payment under gift aid

The taxable profits of the company are paid under gift aid to Eton College, subject to the availability of distributable reserves. The amount of £nil (2017: £4,420 relating to the gift aid paid to Eton College in respect of the year ended 31 August 2016) has been paid to Eton College.

6 Directors and employees

No director received any remuneration during the year for services to the company (2017: £nil). The directors are remunerated by Eton College for their services to the group.

The company has no employees (2017: none).

7 Fixed asset investments

	2018 £	2017 £
Valuation		
At 1 September	886,600	738,620
Revaluation	115,625	147,980
At 31 August	1,002,225	886,600
Net book amount at 31 August	1002,225	886,600
Net book amount at 1 September	886,600	738,620

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Notes to the financial statements for the year ended 31 August 2018 (continued)

8 Debtors

	2018 £	2017 £
Amounts falling due within one year		
Trade debtors	7,859	7,000
Other taxes and social security	-	27,030
Prepayments	5,603	5,198
Other debtors	6,898,666	4,919,104
	6,912,128	4,958,332

9 Creditors – amounts falling due within one year

	2018 £	2017 £
Trade creditors	19,720	3,588
Taxation	773	-
Amount due to parent undertaking	7,179,402	5,383,681
Accruals	268,044	246,195
Other creditors	4,200	10,200
	7,472,139	5,643,664

Amounts due to the parent undertaking are unsecured and repayable on demand and subject to 6% interest per annum.

10 Creditors – amounts falling due after one year

	2018 £	2017 £
Amount due to parent undertaking	751,582	758,999
	751,582	758,999

The amount due to parent undertaking due in more than one year is an interest free loan.

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Notes to the financial statements for the year ended 31 August 2018 (continued)

11 Called up share capital

	2018 £	2017 £
Called up, allotted and fully paid:		
2 ordinary shares of £1 each	2	2

12 Reconciliation of shareholders' (deficit)/funds and statement of movement in reserves

	Share capital £	Profit and loss account £	2018 Total £	2017 Total £
Balance brought forward	2	(8,790)	(8,788)	296,141
Loss for the year	-	(177,033)	(177,033)	(304,929)
Closing shareholders' funds	2	(185,823)	(185,821)	(8,788)

13 Related party transactions

The company is wholly owned by its parent undertaking. The company has therefore taken advantage of the exemption provided in FRS 102 'Related Party Transactions' not to disclose related party transactions with other group members.

14 Ultimate parent and controlling party

The directors regard Eton College as the parent and ultimate controlling party. Eton College heads the smallest and largest group for which consolidated accounts are prepared. Copies of the parent's consolidated financial statements are available on the Charity Commission website under registered charity number 1139086. The registered address of Eton College is Eton College, Eton, Windsor, Berkshire SL4 6DW.