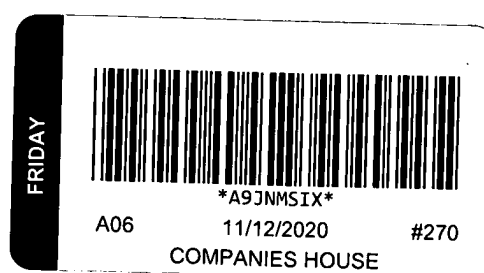


Registered number: 02606388

**Romans Professional Services Limited**  
**Annual Report and Financial Statements**  
**For the year ended 31 December 2019**



Romans Professional Services Limited

## Company information

<b>Directors</b>	P L Aitchison P Kavanagh
<b>Company secretary</b>	P L Aitchison
<b>Registered number</b>	02606388
<b>Registered office</b>	Crowthorne House Nine Mile Ride Wokingham Berkshire RG40 3GZ
<b>Independent auditor</b>	Grant Thornton UK LLP 1020 Eskdale Road Winnersh Wokingham Berkshire RG41 5TS

Romans Professional Services Limited

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Romans Professional Services Limited

## **Directors' Report for the year ended 31 December 2019**

The directors present their report together with the audited financial statements for the year ended 31 December 2019. Comparative information is provided for the year ended 31 December 2018 for the company.

### **Principal activity**

The principal activity of the company is that of chartered surveyors.

### **Results and dividends**

The profit and loss account is set out on page 9 and shows the loss for the year. No dividends were paid during the year.

The directors do not recommend the payment of a dividend (year ended 31 December 2018 - £Nil).

### **Directors**

The directors of the company during the year and post year end were as follows:

P L Aitchison (appointed 13 January 2020)

PA Coles (resigned 23 April 2019)

P Kavanagh

MEJ Palmer (resigned 13 January 2020)

At 31 December 2019, third party indemnity provision for the benefit of the company's directors was in force.

### **Directors' responsibilities**

The directors are responsible for preparing 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 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, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 and 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Romans Professional Services Limited

## **Directors' Report for the year ended 31 December 2019 (continued)**

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.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have 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.

### **Small companies' regime**

The company has taken advantage of the exemption from including a strategic report in these financial statements on the grounds it qualifies as a small company.

### **Auditor**

During the year, BDO LLP resigned as auditors and Grant Thornton UK LLP were appointed in their place. Grant Thornton UK LLP, is deemed to have been reappointed in accordance with section 487 of the Companies Act 2006.

*Paul Aitchison*

On behalf of the Board  
P L Aitchison  
Director  
13 October 2020

Romans Professional Services Limited

**INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF ROMANS PROFESSIONAL SERVICES LIMITED**

**Opinion**

We have audited the financial statements of Romans Professional Services Limited (the 'company') for the year ended 31 December 2019, which comprise the profit and loss account, balance sheet, statement of changes in equity 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 December 2019 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.

**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.

**The impact of macro-economic uncertainties on our audit**

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

**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.

Romans Professional Services Limited

**INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF ROMANS PROFESSIONAL SERVICES LIMITED  
(CONTINUED)**

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

**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.

**Opinions on other matters 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; and
- 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 material misstatements in the directors' report.

**Matters on which we are required to report by exception**

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, 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' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Romans Professional Services Limited

## **INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF ROMANS PROFESSIONAL SERVICES LIMITED (CONTINUED)**

### **Responsibilities of directors for the financial statements**

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Use of our 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.

*Grant Thornton UK LLP*

Norman Armstrong BSc FCA

Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Southampton  
13 October 2020



## Romans Professional Services Limited

**Profit and loss account for the year ended 31 December 2019**

	<b>Note</b>	<b>Year ended 31 December 2019 £</b>	<b>Year ended 31 December 2018 £</b>
Turnover	4	<u>3,058,785</u>	<u>3,216,683</u>
<b>Gross profit</b>		3,058,785	3,216,683
Administrative expenses		<u>(3,276,497)</u>	<u>(3,265,299)</u>
<b>Operating loss</b>	5	(217,712)	(48,616)
Interest receivable and similar income		-	70,000
Interest payable and similar charges	8	<u>(83)</u>	<u>-</u>
<b>(Loss)/profit before taxation</b>		(217,795)	21,384
Taxation	9	<u>(895)</u>	<u>1,611</u>
<b>(Loss)/profit and total comprehensive (loss)/income for the financial year</b>		(218,690)	22,995
<b>(Loss)/profit for the financial year attributable to: The Company's equity shareholders</b>		<u>(218,690)</u>	<u>22,995</u>

All amounts relate to continuing operations.

The notes on page 12 to 26 form part of these financial statements.

## Romans Professional Services Limited

## Balance Sheet as at 31 December 2019

	Note	31 December 2019 £	31 December 2018 £
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	10	18,015	25,514
Tangible assets	11	3,593	6,302
Investments	12	-	2
		<u>21,608</u>	<u>31,818</u>
<b>Current assets</b>			
Debtors	13	7,829,279	5,862,875
Cash at bank and in hand		<u>25,000</u>	<u>26,800</u>
		<u>7,854,279</u>	<u>5,889,675</u>
<b>Creditors: amounts falling due within one year</b>	14	<u>(4,524,354)</u>	<u>(2,351,270)</u>
<b>Net current assets</b>		<u>3,329,925</u>	<u>3,538,405</u>
<b>Provisions for liabilities</b>			
Deferred tax		<u>-</u>	<u>-</u>
<b>Net assets</b>		<u>3,351,533</u>	<u>3,570,223</u>
<b>Capital and reserves</b>			
Share capital	17	114	114
Profit and loss account reserve		<u>3,351,419</u>	<u>3,570,109</u>
<b>Shareholders' funds</b>		<u>3,351,533</u>	<u>3,570,223</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1 A - small entities.

The financial statements were approved by the Board of Directors and authorised for issue on 13 October 2020 and were signed on its behalf by:

*Paul Aitchison*

P L Aitchison

Director

Company registration number: 02606388

The notes on page 12 to 26 form part of these financial statements.

## Romans Professional Services Limited

**Statement of Changes in Equity for the year ended 31 December 2019****For the year ended 31 December 2019**

	<b>Share capital</b>	<b>Profit and loss account reserve</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>Balance at 1 January 2019</b>	114	3,570,109	3,570,223
Loss for the year	-	(218,690)	(218,690)
<b>Total comprehensive loss for the year</b>	-	(218,690)	(218,690)
<b>At 31 December 2019</b>	114	3,351,419	3,351,533

**For the year ended 31 December 2018**

	<b>Share capital</b>	<b>Profit and loss account reserve</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>Balance at 1 January 2018</b>	114	3,547,114	3,547,228
Profit for the year	-	22,995	22,995
<b>Total comprehensive income for the year</b>	-	22,995	22,995
<b>Balance at 31 December 2018</b>	114	3,570,109	3,570,223

The notes on page 12 to 26 form part of these financial statements.

Romans Professional Services Limited

## **Notes to the financial statements for the year ended 31 December 2019**

### **1. Nature of operations and general information**

Romans Professional Services Limited is a private company limited by shares incorporated in England & Wales. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the directors' report.

### **2. Principal Accounting Policies**

#### **2.1 Basis of preparation**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1 A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with Section 1 A of FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

#### **2.2 Turnover**

Turnover comprises amounts recognised in respect of goods and services, supplied during the period and is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured, based on when performance obligations have been satisfied

Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

#### **2.3 Interest income and costs**

Interest income and expense is recognised using the effective interest method which calculates the amortised cost of a financial asset or liability and allocates the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount of the financial asset or liability.

#### **2.4 Goodwill**

Goodwill represents the future economic benefits arising from business combinations which are not individually identified and separately recognised.

Goodwill is initially recognised at cost as established at the date of acquisition of the business less accumulated impairment losses, if any, and is amortised over the directors' estimate of its useful life of 2 years.

Romans Professional Services Limited

## Notes to the financial statements

### 2.5 Intangible assets

#### ***Acquired intangible assets***

An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.

The useful lives of all intangible assets are assessed as finite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the profit and loss account as administrative expenses. Useful economic lives of intangible assets are based on expected future cash flows.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit and loss account when the asset is derecognised

Amortisation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Customer relationships	Over 7 years
Non-compete	Over 3 years
Brand	Over 1 year

### 2.6 Tangible fixed assets

Tangible fixed assets are stated at historical cost less depreciation less any recognised impairment losses. Cost includes expenditure that is directly attributable to the acquisition or construction of these items. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the costs can be measured reliably. All other costs, including repairs and maintenance costs, are charged to the profit and loss account in the period in which they are incurred.

Romans Professional Services Limited

## Notes to the financial statements

Depreciation is provided on all tangible fixed assets and is calculated as follows:

Fixtures, fittings and equipment	10 - 25% per annum on cost
----------------------------------	----------------------------

Depreciation is provided on cost less residual value. The residual value, depreciation methods and useful lives are annually reassessed.

Each asset's estimated useful life has been assessed with regard to its own physical life limitations and to possible future variations in those assessments. Estimates of remaining useful lives are made on a regular basis for all vehicles, fixtures, fittings and equipment, with annual reassessments for major items. Changes in estimates are accounted for prospectively.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The gain or loss arising on disposal or scrapping of an asset is determined as the difference between the sales proceeds, net of selling costs, and the carrying amount of the asset and is recognised in the profit and loss account.

### 2.7 Investments

Fixed asset investments in subsidiaries are stated at cost. Investments are tested for impairment when circumstances indicate that the carrying value may be impaired.

### 2.8 Impairment of non-financial assets

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units that is expected to benefit from the synergies of the combination. Each unit to which goodwill is allocated represents the lowest level within the Company that independent cash flows are monitored.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired.

At each balance sheet date the Directors review the carrying amounts of the Company's non-current assets, other than goodwill, 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 the asset does not generate cash flows that are independent from other assets, the Directors estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal 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.

Romans Professional Services Limited

## Notes to the financial statements

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. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

An impairment loss is recognised as an expense immediately.

An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where an impairment loss on other non-financial assets 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 periods. A reversal of an impairment loss is recognised in the profit and loss account immediately.

### 2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 2.10 Financial instruments

#### ***Recognition and derecognition***

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

#### ***Classification and initial measurement of financial assets***

All financial assets are classified as held at amortised cost and initially measured at fair value adjusted for transaction costs (where applicable).

#### ***Subsequent measurement of financial assets***

After initial recognition, financial assets are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

#### ***Impairment of financial assets***

Financial assets are impaired if there is objective evidence of impairment. The impairment loss is the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

#### ***Classification and measurement of financial liabilities***

The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Romans Professional Services Limited

## Notes to the financial statements

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

### 2.11 Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively

### 2.12 Current taxation

Current taxation for each taxable entity in the Company is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at the balance sheet date and includes adjustments to tax payable or recoverable in respect of previous periods.

### 2.13 Deferred taxation

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the company can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are provided in full, and are not discounted. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.



Romans Professional Services Limited

## Notes to the financial statements

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the profit and loss account, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited directly to equity.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### **2.14 Employment benefits**

Provision is made in the financial statements for all employee benefits. Liabilities for wages and salaries, including non-monetary benefits and annual leave obliged to be settled within 12 months of the balance sheet date, are recognised in accruals.

#### ***Pension costs***

The company operates defined contribution pension schemes for the benefit of employees. The assets of the schemes are administered by trustees in funds independent from those of the company. The pension costs charged against profits represent the amount of contributions payable to the schemes in respect of the accounting period.

#### ***Holiday pay accrual***

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the balance sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the balance sheet date.

### **2.14 Operating leases**

All leases held by the Company are treated as operating leases. Their annual rentals are charged to profit or loss on a straight-line basis over the term of the lease.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### **2.15 Equity**

Equity comprises the following:

- “Share capital” represents the nominal value of equity shares issued.
- “Profit and loss account reserve” represents the accumulated profits and losses attributable to equity shareholders.

Romans Professional Services Limited

## Notes to the financial statements

### 3. Significant management judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the reporting date and the reported amounts of turnover and expenses during the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Assumptions and accounting estimates are subject to regular review. Any revisions required to accounting estimates are recognised in the period in which the revisions are made including all future periods affected.

#### **Significant management judgements**

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

#### ***Trade debtor impairment loss***

A provision is made for any balances beyond an age where they are expected to be recovered. This is based on past experience across the sales ledger and requires a degree of judgement in assessing which periods to review and whether to isolate exceptions in forming a general rule.

#### ***Useful lives of intangible assets***

Intangible assets are amortised over their estimated useful lives with the charge recorded in administrative expenses. Useful lives are based on management's estimates of the period that the assets will generate turnover which are periodically renewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the profit and loss account in specific periods.

### 4. Turnover

The Company's turnover is all derived from surveying services performed in the UK.

## Romans Professional Services Limited

**Notes to the financial statements****5. Operating loss**

	<b>Year ended 31 December 2019 £</b>	<b>Year ended 31 December 2018 £</b>
Operating profit is stated after charging:		
Depreciation of tangible fixed assets	5,189	13,649
Amortisation of intangible assets	7,499	8,481
Operating lease costs	35,347	22,940
Auditor's remuneration - fees payable to the Company's Auditor and its Associates for:		
- the audit of the Company's annual accounts	6,700	8,000

The company has taken advantage of the exemption from the requirement to disclose details of the auditor's remuneration for non-audit services. This is disclosed in the consolidated financial statements of its ultimate parent company, The Leaders Romans Group Limited.

**6. Employees**

The aggregate payroll costs of the employees were as follows:

	<b>Year ended 31 December 2019 £</b>	<b>Year ended 31 December 2018 £</b>
<b>Staff costs</b>		
Wages and salaries	1,888,044	1,839,442
Social security costs	205,353	209,157
Pension costs	45,636	35,792
	<b>2,139,033</b>	<b>2,084,391</b>

## Romans Professional Services Limited

**Notes to the financial statements**

Included within staff costs and average number of employees are staff that are subcontracted from LRG Employees Limited, a fellow group company.

Average monthly number of persons employed by the Company during the year was as follows:

	Year ended 31 December 2019 Number	Year ended 31 December 2018 Number
<b>By activity:</b>		
Surveyors	32	28
Management and administration	13	14
	<hr/> 45	<hr/> 42
	<hr/>	<hr/>

**7. Directors' Remuneration**

	Year ended 31 December 2019 £	Year ended 31 December 2018 £
Directors' emoluments	22,689	59,003
Pension contributions	485	871
Compensation for loss of office	-	611
	<hr/> 23,174	<hr/> 60,485
	<hr/>	<hr/>

Directors' remuneration includes amounts allocated from group companies.

There were no directors in the company's defined contribution pension scheme (year ended 31 December 2018 - £Nil).

Emoluments of the highest paid director were £7,394 (year ended 31 December 2018 - £13,406). Company pension contributions of £68 (year ended 31 December 2018 - £Nil) were made to a money purchase scheme on their behalf.

## Romans Professional Services Limited

**Notes to the financial statements****8. Interest payable and similar charges**

	Year ended 31 December 2019 £	Year ended 31 December 2018 £
Other interest payable	83	-

**9. Taxation on ordinary activities****Analysis of charge in the year**

	Year ended 31 December 2019 £	Year ended 31 December 2018 £
Corporation tax – current year:		
Adjustment in respect of previous periods	-	-
Deferred tax – current year:		
Origination and reversal of timing differences	895	(1,611)
Adjustment in respect of previous periods	-	-
<b>Total tax charge</b>	<b>895</b>	<b>(1,611)</b>
<b>(Loss)/profit before taxation</b>	<b>(217,795)</b>	<b>21,384</b>
(Loss)/profit by rate of tax (2019: 19%; 2018: 19%)	(41,381)	4,063
Expenses not deductible for tax purposes	870	186
Effect of change in tax rate	-	(87)
Group relief surrendered/(claimed)	46,595	(3,427)
Other items	(5,189)	(2,346)
<b>Total tax</b>	<b>895</b>	<b>(1,611)</b>

## Romans Professional Services Limited

**Notes to the financial statements**

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would be to increase the deferred tax asset by approximately £1,200.

**Deferred tax:**

Deferred tax assets and liabilities are offset where the Company has a legal enforceable right to do so. The deferred asset/liability consists of the following amounts:

	31 December 2019 £	31 December 2018 £
Accelerated capital allowances	10,281	10,733
Short term timing differences	-	443
Other	(5,946)	(5,946)
	4,335	5,230

**10. Intangible assets**

	Customer Relationships £	Brand £	Non- Compete £	Goodwill £	Total £
<b>Cost</b>					
At 1 January 2018	48,009	33,262	5,856	247,307	334,434
At 31 December 2018	48,009	33,262	5,856	247,307	334,434
<b>At 31 December 2019</b>	48,009	33,262	5,856	247,307	334,434
<b>Accumulated Depreciation</b>					
At 1 January 2018	14,996	33,262	4,874	247,307	300,439
Charge for year	7,499	-	982	-	8,481
<b>At 31 December 2018</b>	22,495	33,262	5,856	247,307	308,920
Charge for year	7,499	-	-	-	7,499
<b>At 31 December 2018</b>	29,994	33,262	5,856	247,307	316,419
<b>Net book value</b>					
At 31 December 2019	18,015	-	-	-	18,015
At 31 December 2018	25,514	-	-	-	25,514

The amortisation charge is included within administrative expenses.

## Romans Professional Services Limited

**Notes to the financial statements****11. Tangible fixed assets**

	<b>Fixtures, fittings &amp; equipment £</b>
<b>Cost</b>	
At 1 January 2018	182,740
	<u>1,044</u>
At 31 December 2018	183,784
Additions	<u>2,480</u>
<b>At 31 December 2019</b>	<u><b>186,264</b></u>
<b>Accumulated Depreciation</b>	
At 1 January 2018	163,833
Charge for year	<u>13,649</u>
At 31 December 2018	177,482
Charge for year	<u>5,189</u>
<b>At 31 December 2019</b>	<u><b>182,671</b></u>
<b>Net book value</b>	
At 31 December 2019	<u><u>3,593</u></u>
At 31 December 2018	<u><u>6,302</u></u>

Depreciation is included within administrative expenses.

## Romans Professional Services Limited

**Notes to the financial statements****12. Investments**

	Shares in subsidiary undertakings £
<b>Cost</b>	
At 1 January 2018	829,034
At 31 December 2018	829,034
Disposals	(829,034)
31 December 2019	-
<b>Impairment</b>	
At 1 January 2018	-
At 31 December 2018	829,032
Disposals	(829,032)
At 31 December 2019	-
<b>Net book value</b>	
At 31 December 2019	-
At 31 December 2018	2

The company's subsidiary undertakings were dissolved in the year.

**13. Debtors**

	31 December 2019 £	31 December 2018 £
Trade debtors	551,710	583,209
Amounts owed by group undertakings	7,065,097	5,160,677
Other debtors	7,946	8,089
Prepayments and accrued income	200,191	105,670
Deferred tax	4,335	5,230
	<u>7,829,279</u>	<u>5,862,875</u>

The Directors consider the carrying value of trade and other receivables is approximate to their fair value.



## Romans Professional Services Limited

**Notes to the financial statements****14. Creditors: amounts falling due within one year**

	31 December 2019 £	31 December 2018 £
Trade creditors	17,697	25,455
Amounts owed to group undertakings	4,291,829	2,057,661
Other taxation and social security	96,262	134,664
Other creditors	25,555	29,815
Accruals and deferred income	93,011	103,675
	<u>4,524,354</u>	<u>2,351,270</u>

**15. Leasing arrangements****Operating Leases**

Operating leases primarily relate to land and buildings.

The Company does not have an option to purchase any of the operating leased assets at the expiry of the lease periods.

Payments recognised as an expense are disclosed in note 5.

**Aggregate future minimum lease payments under non-cancellable operating lease commitments**

	31 December 2019 £	31 December 2018 £
Not later than 1 year	16,200	10,497
After 1 year and not later than 5 years	<u>61,425</u>	<u>-</u>
	<u>77,625</u>	<u>10,497</u>

**16. Retirement benefit plans**

The company operates defined contribution pension schemes. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the fund and amounted to £45,636 for the year (period ended 31 December 2018 - £35,792). Contributions totalling £Nil (2018 - £Nil) were payable to the funds at the reporting date and are included in other payables.

## Romans Professional Services Limited

**Notes to the financial statements****17. Share capital**

The total allotted share capital of the Company is:

**Allotted, issued and fully paid**

	<b>2019 Number</b>	<b>2019 £</b>	<b>2018 Number</b>	<b>2018 £</b>
Ordinary shares of £1 each	114	114	114	114

**18. Contingent liabilities**

The company has guaranteed the borrowings of The Leaders Romans Bidco Limited, a fellow subsidiary of The Leaders Romans Group Limited. The borrowings subject to the guarantee at 31 December 2019 totalled £132,424,753 (31 December 2018 - £124,985,000).

**19. Related party transactions**

The company is a wholly owned subsidiary within the group headed by The Leaders Romans Group Limited and has taken advantage of the exemption conferred by FRS 102 'Related Party Disclosures' not to disclose related party transactions with The Leaders Romans Group Limited or other wholly owned subsidiaries within the group.

**20. Ultimate controlling party**

The company is a subsidiary of The Romans Group (UK) Limited. At 31 December 2019, the company's ultimate parent company was The Leaders Romans Group Limited. Both companies are registered at Crowthorne House, Nine Mile Ride, Wokingham, Berkshire RG40 3GZ or Companies House.

The Leaders Romans Midco 2 Limited is the smallest group in which the results of the company are consolidated.

The Leaders Romans Group Limited is the largest group in which the results of the company are consolidated.

Both of the consolidated accounts which include the results of this company are available to the public and may be obtained from Romans Professional Services Limited, Crowthorne House, Nine Mile Ride, Wokingham, Berkshire RG40 3GZ or Companies House.

The company is ultimately controlled by funds managed by Bowmark Capital LLP.