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# Rothschild Australia Holdings Limited

Report of the Directors and Financial Statements  
for the year ended 31 March 2013



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TUESDAY



LD2 "L2MFYHHO" #66  
03/12/2013  
COMPANIES HOUSE

# Report of the Directors

The Directors present their Directors' report and the financial statements for the year ended 31 March 2013



## Principal Activities and Business Review

The principal activity of the Company is that of an investment holding company. The results for the year are set out in the statement of comprehensive income on page 6

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## Dividends

During the year the Company paid a dividend of £nil (2012 £11,291,841)

## Directors

The Directors who held office during the period were as follows

Peter Barbour  
Anthony Coghlan  
Mark Crump  
Donald Gordon

## Auditor

Our auditor, KPMG Audit Plc, has instigated an orderly wind down of business. The Board has decided to put KPMG LLP forward to be appointed as auditor and a resolution concerning its appointment will be put to the forthcoming Annual General Meeting of the Company.

## Audit Information

The Directors who held office at the date of approval of this Report of the Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By Order of the Board

N M Rothschild & Sons Limited  
Secretary

New Court, St Swithun's Lane, London EC4N 8AL

4 September 2013

# Statement of Directors' Responsibilities in Relation to the Report of Directors and the Financial Statements



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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 period. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") 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 judgments and estimates that are reasonable and prudent,
- state whether they have been prepared in accordance with IFRS as adopted by the EU, and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

# Independent Auditor's Report to the Members of Rothschild Australia Holdings Limited



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We have audited the financial statements of Rothschild Australia Holdings Limited for the year ended 31 March 2013 set out on pages 6 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the EU.

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.

## Respective Responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

## Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's web-site at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

## Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with IFRS as adopted by the EU, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# Independent Auditor's Report to the Members of Rothschild Australia Holdings Limited



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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ravi Lamba (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London E14 5GL

5 September 2013

# Statement of Comprehensive Income

For the year ended 31 March 2013



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	Note	2013 £	2012 £
Income from investment in subsidiary undertaking		-	6,538,512
Gain on return of capital from subsidiary undertaking		-	1,246,601
Interest receivable		276	134
Administrative expenses		(12,810)	-
<b>(Loss)/Profit before tax</b>		<b>(12,534)</b>	<b>7,785,247</b>
Income tax expense	4	3,008	(35)
<b>(Loss)/Profit for the year</b>		<b>(9,526)</b>	<b>7,785,212</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the financial year</b>		<b>(9,526)</b>	<b>7,785,212</b>

The notes on pages 10 to 14 form an integral part of these financial statements

# Balance Sheet

At 31 March 2013



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	Note	2013 £	2013 £	2012 £	2012 £
<b>Non-current assets</b>					
Investments in subsidiary undertakings	5		11,523,645		11,523,645
<b>Current assets</b>					
Loans and receivables	6	-		134	
Cash and cash equivalents	7	52,432		64,867	
Current tax asset		3,008		-	
		55,440		65,001	
<b>Current liabilities</b>					
Current tax payable		-		(35)	
<b>Net current assets</b>			55,440		64,966
<b>Total assets less current liabilities</b>			11,579,085		11,588,611
<b>Shareholders' equity</b>					
Share capital	8		11,550,000		11,550,000
Capital redemption reserve			-		-
Retained earnings			29,085		38,611
<b>Total shareholders' equity</b>			11,579,085		11,588,611

Approved by the Board of Directors on 4 September 2013 and signed on its behalf by

Anthony Coghlan  
Director

The notes on pages 10 to 14 form an integral part of these financial statements

# Statement of Changes in Equity

For the year ended 31 March 2013



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	Share Capital £	Capital Redemption Reserve £	Retained Earnings £	Total Equity £
At 1 April 2012	11,550,000	-	38,611	11,588,611
Total comprehensive income for the year	-	-	(9,526)	(9,526)
Shareholder's dividends	-	-	-	-
At 31 March 2013	11,550,000	-	29,085	11,579,085

  

At 1 April 2011	15,095,240	-	-	15,095,240
Transfer to capital redemption reserve	(3,545,240)	3,545,240	-	-
Total comprehensive income for the year	-	-	7,785,212	7,785,212
Shareholder's dividends	-	(3,545,240)	(7,746,601)	(11,291,841)
At 31 March 2012	11,550,000	-	38,611	11,588,611

The notes on pages 10 to 14 form an integral part of these financial statements



# Cash Flow Statement

For the year ended 31 March 2013



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	Note	2013 £	2012 £
Cash flow from operating activities			-
(Loss)/Profit for the financial year		(9,526)	7,785,212
Dividend income		-	(6,538,512)
Income tax		(3,008)	35
Operating profit before changes in working capital and provisions		(12,534)	1,246,735
Net decrease/(increase) in loans and receivables		134	(134)
Taxation paid		(35)	-
Net cash flow from operating activities		(12,435)	1,246,601
Cash flow from investing activities			
Dividend received		-	6,538,512
Net cash flow from investing activities		-	6,538,512
Cash flow from financing activities			
Dividends paid		-	(11,291,841)
Repayment of capital from subsidiary		-	3,571,595
Net cash flow used in financing activities		-	(7,720,246)
Net (decrease)/increase in cash and cash equivalents		(12,435)	64,867
Cash and cash equivalents at 1 April		64,867	-
Cash and cash equivalents at 31 March	7	52,432	64,867

Interest receipts during the year were as follows

	2013 £	2012 £
From parent undertaking	410	-

The notes on pages 10 to 14 form an integral part of these financial statements



# Notes to the Financial Statements

*(forming part of the Financial Statements)*

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## I Accounting Policies

Rothschild Australia Holdings Limited ("the Company") is a company incorporated in the United Kingdom. The principal accounting policies which have been consistently adopted in the presentation of the financial statements are as follows:

### a Basis of preparation

The financial statements are prepared and approved by the directors in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations, endorsed by the European Union ("EU") and with those requirements of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements are prepared under the historical cost accounting rules and presented in sterling, unless otherwise stated.

These financial statements have been prepared on a going concern basis.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

#### Standards affecting the financial statements

In the current year, there have been no new or revised Standards or Interpretations that have been adopted that have significantly affected the amounts reported in these financial statements.

#### Future accounting developments

A number of new standards, amendments to standards and interpretations are effective for accounting periods beginning after 1 April 2012 and therefore have not been applied in preparing these financial statements. None of these new requirements are expected to materially affect future reporting.

### b Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less provisions to take account, where appropriate, of impairment in their value.

### c Income from investments in subsidiary undertakings

Dividend income from investments is included in the financial statements when the right to receive payment is established.

### d Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand and balances with banks.

### e Capital management

The Company is not subject to any externally imposed capital requirements. It is dependent on N M Rothschild & Sons Limited (the parent undertaking) to provide capital resources which are therefore managed on a group basis.

# Notes to the Financial Statements

(forming part of the Financial Statements)



## I Accounting Policies (continued)

### f Financial risk management

The Company follows the financial risk management policies of a parent undertaking, N M Rothschild & Sons Limited. The key risks arising from the Company's activities involving financial instruments, which are monitored at the group level as follows:

- Credit risk – the risk of loss arising from client or counterparty default is not considered a significant risk to the company as all asset balances are with other group companies as detailed in note 9 Related Party Transactions
- Market risk – the exposure to changes in market variables such as interest rates, currency exchange rates, equity and debt prices is not considered significant
- Liquidity risk – the risk that the Company is unable to meet its obligations as they fall due or that it is unable to fund its commitments is not considered significant as at the balance sheet date the Company held sufficient cash to fund all future obligations

## 2 Profit Before Tax

	2013	2012
	£	£
<hr/>		
As stated after		
Income		
Interest receivable from fellow subsidiary undertakings	276	134

The amount receivable by the auditors and their associates in respect of the audit of these financial statements is £2,500 (2012 £2,500). The audit fee is paid on a group basis by N M Rothschild & Sons Limited.

Administrative expenses include £3,000 (2012 £nil) paid to the auditors and its associates in relation to tax advice.

## 3 Directors' Emoluments

No Director received any remuneration from the Company during the period.

# Notes to the Financial Statements

(forming part of the Financial Statements)



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## 4 Taxation

	2013 £	2012 £
United Kingdom corporation tax (credit)/charge at 24% (2012 charge at 26%)	(3,008)	35

The tax charge for the year may be explained as follows

	2013 £	2012 £
(Loss)/Profit before tax	(12,534)	7,785,247
United Kingdom corporation tax (credit)/charge at 24% (2012 26%)	(3,008)	2,024,164
Income not subject to tax	-	(2,024,129)
Total tax recognised in income statement	(3,008)	35

The UK Corporation tax rate has been changed from 24 per cent to 23 per cent from 1 April 2013. The March 2013 Budget announced that the rate will reduce further to 20 per cent by 2015 in addition to the previously planned reduction to 21 per cent by 2014. This has no effect on the current tax balances.

## 5 Non Current Assets: Investments in Subsidiary Undertakings

	Shares in subsidiary undertakings £
<b>Cost</b>	
At beginning and end of period	11,523,645

Subsidiary undertakings	Percentage of shares held
Rothschild Australia Limited – ordinary shares	100
Arrow Capital Limited – ordinary shares	100

## 6 Current Assets: Loans and Receivables

	2013 £	2012 £
Interest receivable	-	134

## 7 Cash and Cash Equivalents

At the year end the Company held cash of £52,432 (2012 £64,867) at a fellow subsidiary undertaking on which the effective interest rate at 31 March 2013 was 0.5%.



# Notes to the Financial Statements

*(forming part of the Financial Statements)*

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## 8. Share Capital

	2013 £	2012 £
<b>Authorised</b>		
Ordinary shares of £1 each	20,000,000	20,000,000
<b>Allotted, called up and fully paid</b>		
Ordinary shares of £1 each	11,550,000	11,550,000

## 9 Related Party Transactions

Parties are considered related if one party controls, is controlled by or has the ability to exercise significant influence over the other party. This includes key management personnel, the parent company, subsidiaries and fellow subsidiaries.

Amounts receivable from related parties at the year end were as follows

	2013 £	2012 £
Cash at fellow subsidiary undertaking	52,432	64,867
Interest receivable from fellow subsidiary undertaking	-	134

Amounts recognised in the income statement in respect of related party transactions were as follows

	2013 £	2012 £
Interest receivable from fellow subsidiary undertaking	276	134
Dividend income from subsidiary undertaking	-	6,538,512

Amounts recognised directly in equity in respect of related party transactions were as follows

	2013 £	2012 £
Dividend payable to parent undertaking	-	11,291,841

There were no loans made to Directors during the year (2012: none) and no balances outstanding at year-end (2012: £nil). There were no employees of the Company during the year (2012: none).

## 10 Parent Undertaking and Ultimate Holding Company

The largest group in which the results of the Company are consolidated is that headed by Rothschild Concordia SAS, incorporated in France. The smallest group in which they are consolidated is that headed by N M Rothschild & Sons Limited, registered in England and Wales. The consolidated financial statements of this group are available to the public and may be obtained from Companies House.

The Company's immediate parent company is Shield Trust Limited.

The Company's registered office is located at New Court, St. Swithun's Lane, London EC4N 8AL.

# Notes to the Financial Statements

*(forming part of the Financial Statements)*



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## 11 Events After the Reporting Period

After the balance sheet date, the Company, along with other Group companies entered into a trust agreement for the benefit of the pension fund of N M Rothschild & Sons Limited (a parent company). The trust arrangement gives the pension fund security over certain assets owned by the N M Rothschild & Sons Group (including investments by the Company in its subsidiary undertakings), which would provide up to £50 million of the value to the N M Rothschild & Sons Limited's pension fund in the event that specific financial triggers are breached. The financial triggers relate to the Group's on going viability and any breach is therefore considered extremely unlikely. The Group retains control of the assets and there will be no change in the financial statements with any income continuing to be recognised in the Group's results. The trust agreement expires on 30 September 2016.