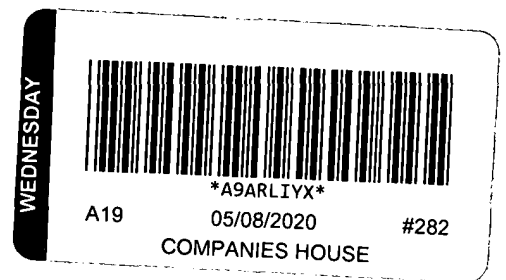


Registered number: 07436264

ROXHILL DEVELOPMENTS GROUP LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 MARCH 2020



ROXHILL DEVELOPMENTS GROUP LIMITED

COMPANY INFORMATION

DIRECTORS

A N Walker
M L Glatman
D C L Keir
A R Bignell
J J Plummer
S Miles
A J Hollinshead

COMPANY SECRETARY

A J Hollinshead

REGISTERED NUMBER

07436264

REGISTERED OFFICE

Lumonics House
Valley Drive
Swift Valley
Rugby
Warwickshire
CV21 1TQ

INDEPENDENT AUDITOR

Cooper Parry Group Limited
Chartered Accountants
Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

ROXHILL DEVELOPMENTS GROUP LIMITED

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ROXHILL DEVELOPMENTS GROUP LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

INTRODUCTION

The main activity of the group and company remains the development of land via the construction of industrial units.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The group has continued its underlying business of developing and selling industrial units, having previously acquired land interests and pursued planning permission for development. The year has been the most profitable in Roxhill's history as a result of many of its sites coming through to completion coupled with the sale of its interest in both Coventry Gateway and M1 Junction 15 to SEGRO PLC. Both of these sales were completed ahead of the Covid-19 pandemic lockdown in the UK which allowed the group to secure maximum value for the sites. This strong performance has seen the group repay all of its preference share capital and return £33 million to ordinary shareholders.

The group has successfully completed 792,000 square foot of units at both Peterborough and Warth Park and has concluded deals that see the development of 1.27 million square foot of units under construction at Peterborough Gateway, due for completion in 2020. Whilst Covid-19 presented the group with some commercial difficulties regarding buildings in the course of construction at the time of UK lockdown, this was largely managed with the full co-operation of contractors, unit tenants and landlord funds in achieving combined objectives whilst maintaining the safety needs of the individuals involved.

The group is no longer acquiring new sites and continues with its strategy of realising all of its investments and returning cash to shareholders.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks faced by the Group are detailed below:

Economic risks

- UK's decision to exit the EU and the impact of the trade agreement talks in 2020;
- Changes in macro-economic conditions;
- Changes in government policies; and
- Changes arising from the Covid-19 pandemic

Financial risks

- Customer credit risk
- Claims from customers in connection with construction contracts which cannot be passed on to third parties, in particular liquidated damages as a result of Covid-19 related delays

Investment real estate risks

- Market cycle
- Appropriateness of investment plans and development plans; and
- Portfolio strategy

These risks and uncertainties are closely monitored by management on a periodic basis.

ROXHILL DEVELOPMENTS GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2020

FINANCIAL KEY PERFORMANCE INDICATORS

The group monitor performance using the following key performance indicators:

	2020	2019
	£	£
Turnover	25,381,652	49,558,741
Profit after tax	26,873,964	2,147,317
Preference debt	-	6,924,852
Net assets	33,558,988	39,685,138
Cash flow	(3,077,644)	8,876,963

SECTION 172 (1) STATEMENT

The directors have acted in the way they consider, in good faith, promotes the success of the group and company for the benefit of its members as a whole, and in doing so have given regard to (amongst other matters):

Business relationships

- Building strong relationships with both our clients and suppliers is paramount to the success of the group. The group is committed to abiding by its agreement with both its customers and suppliers.

Our people

- We continually review and manage our performance against the expectations of our people, clients, shareholders, communities, and society.

Community

- Being able to put something back; to put value into an economy by generating local growth is very important to us. We are proud of the amount of jobs created from our large-scale developments.

Culture and values

- The group recognises the importance of having the right corporate culture. We always look after the best interests of our shareholders, clients, people, suppliers and other stakeholders.

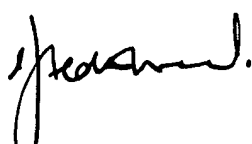
Shareholders

- Our shareholders and their representatives are actively engaged in understanding our strategy, culture, people and the performance.

Political donations

- The group does not make any donations to any political party or organisation.

This report was approved by the board on 30th July 2020 and signed on its behalf.


A J Hollinshead
Director

ROXHILL DEVELOPMENTS GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

The Directors present their annual report and the financial statements for the year ended 31 March 2020.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £26,873,964 (2019: £2,147,317).

During the year dividends of £33,000,000 were paid (2019: £Nil).

DIRECTORS

The Directors who served during the year and subsequently to the date of this report are shown on the company information page.

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on pages 1 to 2 and form part of this report by cross-reference.

PRINCIPAL RISKS

Details of principal risks can be found in the Strategic Report on pages 1 to 2 and form part of this report by cross-reference.

GOING CONCERN

The Directors have considered the financial position and future prospects of the Group and Company for twelve months from the date of signing the Annual Report and believe that the Group and Company has access to sufficient resources to manage its business successfully. The Directors are pleased to report all future revenues are under contract and all remaining developments have commenced construction. The contractual nature of the Group's revenue and the continued support of the Company's investors gives the Directors assurance that the Group and Company has the resource to continue operations for the foreseeable future in spite of Covid 19 headwinds, and accordingly, the financial statements are prepared under the going concern basis.

INDEMNITY PROVISIONS

A qualifying indemnity provision (as defined in section 234 of the Companies Act 2006) was in force for the benefit of the Directors of the Company during the financial year end and at the date of approval of the financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2020**

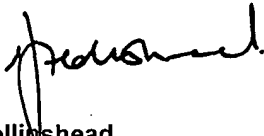
DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.
- This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

AUDITOR

This report was approved by the board on 30th July 2020 and signed on its behalf.



A J Hollinshead
Director

ROXHILL DEVELOPMENTS GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 of the Company and the Group and of the profit or loss of the Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies for the Group financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ROXHILL DEVELOPMENTS GROUP LIMITED**

Opinion

We have audited the financial statements of Roxhill Developments Group Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 March 2020, which comprise the group profit and loss account, the group and company balance sheets, the group statement of cash flows, the group and company statement of changes in equity and the related notes, 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 group's and of the parent company's affairs as at 31 March 2020 and of the group's profit for the period 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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 group's or the parent 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ROXHILL DEVELOPMENTS GROUP LIMITED**

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.

Opinion 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 group strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the group strategic report and the directors' report have 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 group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the group strategic report or the 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement on page 5, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ROXHILL DEVELOPMENTS GROUP LIMITED**

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.

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.

Cooper Parry Group Limited

Peter Sterling (Senior Statutory Auditor)

for and on behalf of

Cooper Parry Group Limited

Chartered Accountants
Statutory Auditor

Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

Date: *31 July 2020*

ROXHILL DEVELOPMENTS GROUP LIMITED
REGISTERED NUMBER: 07436264

CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2020

	Note	2020 £	2019 £
Turnover	4	25,381,652	49,558,741
Cost of sales		(17,573,982)	(45,312,606)
GROSS PROFIT		7,807,669	4,246,135
Administrative expenses		(450,473)	(5,586,480)
OPERATING PROFIT/(LOSS)	5	7,356,968	(1,340,345)
Share of associate and joint venture interests		(2,601,795)	5,721,406
Impairment of investments	10	(386,441)	(250,000)
Profit on disposal of investments	10	23,598,678	513,877
Interest receivable and similar income	7	38,396	1,800,640
Interest payable and similar charges	8	(105,802)	(1,114,601)
PROFIT BEFORE TAX		27,900,232	5,330,976
Tax on profit	9	(1,026,268)	(3,183,659)
PROFIT FOR THE YEAR		26,873,964	2,147,317
PROFIT FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the parent company		26,873,964	2,147,317
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		26,873,964	2,147,317

There was no other comprehensive income for 2019 (2018: £nil).

All amounts relate to continuing operations.

The notes on pages 15 to 31 form part of these financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED
REGISTERED NUMBER: 07436264

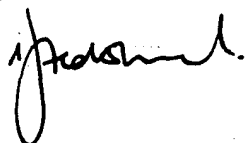
CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2020

	Note	2020 £	2019 £
FIXED ASSETS			
Investments	10	8,586,641	19,486,489
		<u>8,586,641</u>	<u>19,486,489</u>
CURRENT ASSETS			
Stocks	11	20,711,760	22,503,645
Debtors: amounts falling due within one year	12	8,470,748	8,826,916
Cash at bank and in hand		11,222,732	14,300,376
		<u>40,405,240</u>	<u>45,630,937</u>
Creditors: amounts falling due within one year	13	(15,432,893)	(25,432,288)
NET CURRENT ASSETS		<u>24,972,347</u>	<u>20,198,649</u>
TOTAL ASSETS LESS CURRENT LIABILITIES, BEING NET ASSETS		<u>33,558,988</u>	<u>39,685,138</u>
CAPITAL AND RESERVES			
Called up share capital	15	903	903
Share premium account	16	72	72
Profit and loss account	16	33,558,013	39,684,163
		<u>33,558,988</u>	<u>39,685,138</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

30 July 2020

A J Hollinshead
 Director



The notes on pages 15 to 31 form part of these financial statements.

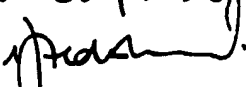
ROXHILL DEVELOPMENTS GROUP LIMITED
REGISTERED NUMBER: 07436264

COMPANY BALANCE SHEET
AS AT 31 MARCH 2020

	Note	2020 £	2019 £
FIXED ASSETS			
Investments	10	7,498,150	31,413,678
		<u>7,498,150</u>	<u>31,413,678</u>
CURRENT ASSETS			
Debtors: amounts falling due within one year	12	21,162,571	25,925,005
Cash at bank and in hand		1,000	-
		<u>21,163,571</u>	<u>25,925,005</u>
Creditors: amounts falling due within one year	13	(4,092,452)	(17,885,449)
NET CURRENT ASSETS		<u>17,071,119</u>	<u>8,039,556</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>24,569,269</u>	<u>39,453,234</u>
CAPITAL AND RESERVES			
Called up share capital	15	903	903
Share premium account	16	72	72
Profit and loss account	16	24,568,293	39,452,259
		<u>24,569,269</u>	<u>39,453,234</u>

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Profit and Loss Account in these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf

on 30th July 2020


A J Hollinshead
Director

The notes on pages 15 to 31 form part of these financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
At 1 April 2018	903	72	37,536,732	37,537,707
Profit for the year	-	-	2,147,317	2,147,317
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	2,147,317	2,147,317
AT 31 MARCH 2019	<u>903</u>	<u>72</u>	<u>39,684,049</u>	<u>39,685,024</u>
 At 1 April 2019	 903	 72	 39,684,049	 39,685,024
Profit for the year	-	-	26,873,964	26,873,964
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	26,873,964	26,873,964
Dividends paid			(33,000,000)	(33,000,000)
AT 31 MARCH 2020	<u>903</u>	<u>72</u>	<u>33,558,013</u>	<u>33,558,988</u>

The notes on pages 15 to 31 form part of these financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
At 1 April 2018	903	72	32,518,816	32,519,791
Profit for the year	-	-	6,933,443	6,933,443
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	6,933,443	6,933,443
AT 31 MARCH 2019	<u>903</u>	<u>72</u>	<u>39,452,259</u>	<u>39,453,234</u>
At 1 April 2019	903	72	39,452,259	39,453,234
Profit for the year	-	-	18,116,035	18,116,035
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	18,116,035	18,116,035
Dividends paid			(33,000,000)	(33,000,000)
AT 31 MARCH 2020	<u>903</u>	<u>72</u>	<u>24,568,294</u>	<u>24,569,269</u>

The notes on pages 15 to 31 form part of these financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2020**

	2020 £	2019 £
CASH FLOWS FROM OPERATING ACTIVITIES		
Operating profit/(loss)	7,356,968	(1,340,229)
ADJUSTMENTS FOR:		
Decrease in stocks	1,791,885	16,993,126
(Increase)/decrease in debtors	(3,727,692)	1,299,923
Decrease in amounts due from joint ventures and associated undertakings	2,781,879	11,367,521
Decrease in creditors	(1,604,339)	(11,137,367)
NET CASH GENERATED FROM OPERATING ACTIVITIES	6,598,701	17,182,974
TAXATION PAID	(1,056,847)	(1,324,878)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of investments	31,847,508	-
Interest received	38,396	18,868
NET CASH FROM INVESTING ACTIVITIES	31,885,904	18,868
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of preference share capital	(6,924,852)	(6,500,752)
Repayment of capitalised interest	(580,550)	(499,249)
Ordinary dividend	(33,000,000)	-
NET CASH FROM FINANCING ACTIVITIES	(40,505,402)	(7,000,001)
Net increase/(decrease) in cash and cash equivalents	(3,077,644)	8,876,963
Cash and cash equivalents at beginning of year	14,300,376	5,423,413
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	11,222,732	14,300,376
CASH AND CASH EQUIVALENTS AT THE END OF YEAR COMPRISE:		
Cash at bank and in hand	11,222,732	14,300,376

The notes on pages 15 to 31 form part of these financial statements.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. GENERAL INFORMATION

Roxhill Developments Group Limited (the Company) is a privately owned limited company incorporated and domiciled in the United Kingdom and registered in England and Wales. The address of its registered office is shown on the company information page. The principal activities of the company and the nature of the company's operations are set out within the strategic report on pages 1 to 2.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 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 FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The parent company has taken the disclosure exemption available under FRS 102 with regard to presentation of the company only cash flow statement.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Group, its own subsidiaries and the Group's share of interest in joint ventures as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. The cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.4 Associates and joint ventures

An entity is treated as a joint venture where the Company or Group is a party to a contractual agreement with one or more parties from outside the Group to undertake an economic activity that is subject to joint control.

An entity is treated as an associated undertaking where the Company or Group exercises significant influence in that it has the power to participate in the operating and financial policy decisions.

In the consolidated accounts, interests in joint ventures and associated undertakings are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investors share of the profit or loss, other comprehensive income and equity of the associate. The Consolidated Statement of Comprehensive Income includes the Group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the Group. In the Consolidated Balance Sheet, the interests in associated undertakings are shown as the Group's share of the identifiable net assets, including any unamortised premium paid on acquisition.

In the case of LLP associates and joint ventures, drawings are recognised within turnover of the entity holding the participating interest in that entity.

Any premium on acquisition would be classified as goodwill.

2.5 Going concern

The Directors have considered the financial position and future prospects of the Group and Company for twelve months from the date of signing the Annual Report and believe that the Group and Company has access to sufficient resources to manage its business successfully. The Directors are pleased to report all future revenues are under contract and all remaining developments have commenced construction. The contractual nature of the Groups revenue and the continued support of the Company's investors gives the Directors assurance that the Group and Company has the resources to continue operations for the foreseeable future in spite of Covid 19 headwinds, and accordingly, the financial statements are prepared under the going concern basis.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.6 Turnover

Turnover comprises amounts recognised by the Group in respect of sales of commercial real estate and development management fees, exclusive of Value Added Tax and trade discounts.

Sales of commercial real estate which are made to a freehold owner and occupier are treated as construction contracts and are recognised on a stage of completion basis. Where the right to receive contractual amounts has become unconditional prior to the period end, and the outcome of a contract can be reliably measured, the related turnover is recognised in proportion to the completion of the contract work. Completion is measured by reference to the costs actually incurred on the works as a proportion of the total costs forecast to be incurred.

Transactions involving commercial real estate where a tenant has been secured under a conditional Agreement For Lease, a conditional construction contract has been entered into, and where the land and completed unit are pre sold to a separate third party funder before construction has commenced are treated as one single performance obligation in order to reflect the substance of the transaction. All turnover in connection with the transaction is recognised upon the development achieving practical completion when all elements of the sale become unconditional.

Development management fees where the Group provides purely management services are recognised as services are provided, over the term of the project.

The Group reviews each contract entered into in order to determine whether construction related turnover and associated costs should be accounted for on a gross or net basis. Where the Group determines that the commercial substance of the transaction is that the risks of construction have been passed to main contractors undertaking the construction work the contract is recorded on a net basis.

2.7 Stock

Stocks, which comprise mainly land and costs in relation to land which have not been recharged to clients at the year end date, are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.8 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.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.9 Financial instruments

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, such as the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost using the effective interest method.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an 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.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities within the scope of FRS 102 are initially classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Group becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

Derecognition of financial liabilities

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such as an exchange or modification is treated as a derecognition of the original liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

2.10 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.11 Interest income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

2.15 Taxation

Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income and 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.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

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

- 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 they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences 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.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.16 Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is evidence of impairment, an impairment loss is recognised in profit or loss as described below:

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in an impairment loss previously recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

2.17 Equity and liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. ACCOUNTING POLICIES (continued)

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Profit and Loss Account in the year that the group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet.

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The company makes estimates and assumptions concerning the future. Management are also required to exercise judgment in the process of applying the company's accounting policies. Estimates and judgments 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.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

In preparing these financial statements, the directors have made the following judgements:

- Impairment of development stock and investments - The Group reviews the carrying value of all development stock and investments for indications of impairment at each period end. If indicators of impairment exist, the carrying value of the asset is subject to further testing to determine whether its carrying value exceeds its recoverable amount. This process will usually involve the estimation of future cash flows which are likely to be generated by the asset.
- Profit recognition – Profit is only recognised on long-term contracts where the outcome can be assessed with reasonable certainty. In such cases turnover is calculated by reference to the value of work performed to date as a proportion of total contract value.
- Agent versus principal - The Group reviews each contract entered into in order to determine whether construction related turnover and associated costs should be accounted for on a gross or net basis. Where the Group determines that the commercial substance of the transaction is that the risks of construction have been passed to main contractors undertaking the construction work the contract is recorded on a net basis.

There are no sources of key estimation uncertainty.

4. ANALYSIS OF TURNOVER

All turnover arose within the United Kingdom and in relation to the principal activity, being property development, the sale of land and the construction of industrial units.

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

5. OPERATING PROFIT/(LOSS)

The operating profit/(loss) is stated after charging:

	2020	2019
	£	£
Auditor's remuneration for the audit of the group's consolidated financial statements	48,510	51,500
Auditor's remuneration - non-audit	16,280	15,950

During the year, no Director received any emoluments (2019: £nil).

Fees payable to the Company's auditor for audit and non-audit services were £10,750 and £1,830 (2019: £10,500 and £1,775) respectively.

6. EMPLOYEES AND DIRECTORS

The Company has no employees other than the Directors, who did not receive any remuneration (2019: £nil). The Group's development management services are provided by Roxhill Management Limited, a wholly owned subsidiary that is controlled and funded by certain of the Group's directors and, as such, is not consolidated in the Group accounts.

The average monthly number of employees, including the Directors, during the year was 8 (2019: 8).

7. INTEREST RECEIVABLE AND SIMILAR INCOME

	2020	2019
	£	£
Interest receivable from related parties	<u>38,396</u>	<u>1,800,640</u>

8. INTEREST PAYABLE AND SIMILAR CHARGES

	2020	2019
	£	£
Preference share dividends charged to the profit and loss account	<u>105,802</u>	<u>1,114,601</u>

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

9. TAXATION

	2020 £	2019 £
CORPORATION TAX		
Current tax on profits for the year	2,154,480	2,397,317
Prior year adjustment	(1,128,212)	635,164
TOTAL CURRENT TAX	<u>1,026,268</u>	<u>3,032,481</u>
 TAXATION ON PROFIT	 <u>1,026,268</u>	 <u>3,032,481</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018: 19%) as set out below:

	2020 £	2019 £
Profit before tax	<u>27,900,232</u>	<u>5,330,976</u>
 Profit multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	 5,301,044	 1,012,885
EFFECTS OF:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	318,173	797,080
Prior year adjustments	(1,128,212)	635,164
Joint Venture Partnership adjustment	-	869,444
Non-taxable income	<u>(3,464,737)</u>	<u>(130,914)</u>
TOTAL TAX CHARGE FOR THE YEAR	<u>1,026,268</u>	<u>3,183,659</u>

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

10. FIXED ASSET INVESTMENTS

Group	Investments in Subsidiary Undertakings £	Investment in Joint Ventures £	Total £
Cost or valuation			
At 1 April 2019	1	19,486,489	19,486,490
Share of loss after tax and distributions	-	(2,096,299)	(2,096,299)
Disposals	-	(8,032,977)	(8,032,977)
At 31 March 2020	1	8,586,640	8,586,641

Company	Investments in Subsidiary Undertakings £
Cost or valuation	
At 1 April 2019	31,413,678
Impairment	(23,915,528)
At 31 March 2020	7,498,150

During the year the group disposed of its investments in Roxhill (Junction 15) Limited, Roxhill Coventry M6 J2) Limited and Coventry & Warwickshire Development Partnership LLP, recognising a profit on disposal of 23,598,678.

During the year the company recognised impairment charges amounting to £23,915,528 in relation to investments in subsidiary undertakings that management consider to have recoverable amounts below their carrying values.

The parent Company and the Group have investments in the following subsidiary undertakings, associates and other significant investments.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

10. FIXED ASSET INVESTMENTS (continued)

SUBSIDIARY UNDERTAKINGS

Company name	Principal activity	Class of shares	Holding
Roxhill Management Limited*	Provision of management services	Ordinary	100%
Roxhill Developments Limited*	Intermediate holding company	Ordinary	100%
Roxhill Developments Holdings Limited*	Intermediate holding company	Ordinary	100%
Roxhill Brackmills Limited	Property development	Ordinary	100%
Roxhill (Inverness) Limited	Property development	Ordinary	100%
Roxhill (Junction 16) Limited	Property development	Ordinary	100%
Roxhill (Newbridge) Limited	Property development	Ordinary	100%
Roxhill (Tilbury) Limited	Holds share of special purpose vehicle	Ordinary	100%
Roxhill Raunds Limited	Holds share of special purpose vehicle	Ordinary	100%
Roxhill (Gateway) Limited	Holds share of special purpose vehicle	Ordinary	100%
Roxhill (Peterborough) Limited	Holds share of special purpose vehicle	Ordinary	100%
Roxhill (Peterborough Infrastructure) Limited	Provision of management services	Ordinary	100%
Roxhill (Howbury) Limited	Holds share of special purpose vehicle	Ordinary	100%

*Held directly by Roxhill Developments Group Limited

Roxhill Developments Limited is the principal subsidiary company and is incorporated in the UK. All other 100% owned subsidiary companies are held through Roxhill Developments Limited and are incorporated in the UK.

The company holds an investment in Roxhill Management Limited of £1 (2018: £1). This is not consolidated into the group accounts as the company does not exercise control over Roxhill Management Limited.

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

10. FIXED ASSET INVESTMENTS (continued)**JOINT VENTURES**

Company name	Principal activity	Class of shares	Share holding
Roxhill Warth Limited	Property development	Ordinary	50%
Alwalton Hill Peterborough LLP	Property development	Ordinary	50%
London Distribution Park LLP	Property development	Ordinary	50%
Roxhill-Segro (Rugby Gateway) LLP	Property development	Ordinary	50%
Roxhill Warth 3 Limited	Holds share of special purpose vehicle	Ordinary	50%
Roxhill Maidstone Limited	Property development	Ordinary	50%
Howbury Park GP Limited	General Partner in special purpose vehicle	Ordinary	50%
Howbury Park SPV Limited	Holds share of special purpose vehicle	Ordinary	50%
The Howbury Park Limited Partnership	Property development	Ordinary	50%

All joint ventures are based in the UK. In certain cases the Group's economic share of a joint venture can be different to the strict shareholding. In such cases the consolidated financial statements reflect the Group's economic share of underlying assets and profits.

ASSOCIATES

Company name	Principal activity	Class of shares	Holding
Roxhill Warth 2 Limited	Property development	Ordinary	25%

London Distribution Park LLP is registered at Leslie Ford House, Tilbury Freeport, Tilbury, Essex, RM18 7EH. All other subsidiaries, associates and joint ventures are registered at Lumonics House, Valley Drive, Rugby, CV21 1TQ.

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

11. STOCKS

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Land, work in progress and related capitalised costs	20,711,760	22,503,645	-	-
	<u>20,711,760</u>	<u>22,503,645</u>	<u>-</u>	<u>-</u>

12. DEBTORS

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Due within one year				
Trade debtors	2,191,333	1,132,547	-	-
Amounts owed by group undertakings	-	-	21,162,571	25,925,005
Amounts owed by joint ventures and associated undertakings	1,685,132	4,804,229	-	-
Amounts due from related parties	1,260	1,260	-	-
Corporation tax recoverable	-	-	-	-
Other taxes recoverable	-	964,762	-	-
Other debtors	4,593,024	1,924,118	-	-
	<u>8,470,748</u>	<u>8,826,916</u>	<u>21,162,571</u>	<u>24,925,005</u>

13. CREDITORS: Amounts falling due within one year

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Trade creditors	6,902,940	3,972,366	7,522	-
Amounts owed to group undertakings	-	-	4,070,180	10,365,296
Amounts owed to joint ventures	157,835	2,619,886	-	-
Amounts due to related parties	2,412,181	4,959,636	-	-
Corporation tax	1,400,156	1,430,735	-	-
Other tax and social security	979,406	-	-	-
Accruals and deferred income	3,580,375	5,524,614	14,750	595,300
Share capital treated as debt	-	69,249	-	69,249
Share premium treated as debt	-	6,855,603	-	6,855,603
	<u>15,432,893</u>	<u>49,949,453</u>	<u>4,092,454</u>	<u>17,885,448</u>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 15. The non-equity shares are repayable by shareholder resolution.

ROXHILL DEVELOPMENTS GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

14. FINANCIAL INSTRUMENTS

	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Financial assets				
Measured at cost (1)	11,222,732	14,300,376	-	-
Measured at undiscounted amount receivable (2)	8,470,748	8,826,917	21,162,571	25,925,005
	<u>19,693,480</u>	<u>23,127,293</u>	<u>21,162,571</u>	<u>25,925,005</u>
	Group 2020 £	Group 2019 £	Company 2020 £	Company 2019 £
Financial liabilities				
Measured at undiscounted amount payable (3)	11,852,518	13,003,399	4,077,702	10,365,296
Measured at amortised cost (4)	-	6,924,852	-	6,924,852
	<u>11,852,518</u>	<u>19,928,251</u>	<u>4,077,702</u>	<u>17,290,148</u>

1. Comprised of cash at bank.
2. Comprised of trade and other debtors and amounts due from group companies.
3. Comprised of trade and other creditors and amounts due to group companies.
4. Comprised of loans payable and redeemable preference shares.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

15. SHARE CAPITAL

	2020 £	2019 £
Shares classified as equity		
Allotted, called up and fully paid		
24,000 A ordinary shares of £0.01 each	240	240
8,000 B ordinary shares of £0.01 each	80	80
8,000 C ordinary shares of £0.01 each	80	80
32,700 D ordinary shares of £0.01 each	327	327
17,600 E ordinary shares of £0.01 each	176	176
	<u>903</u>	<u>903</u>
	2020 £	2019 £
Shares classified as debt		
Allotted, called up and fully paid		
0 Redeemable preference shares of £0.01 each (2019: 6,924,852)	<u>-</u>	<u>69,249</u>

All classes of shares rank pari passu in relation to voting rights.

Cumulative redeemable preference shares carry an entitlement to receive in priority to the holders of any other shares cumulative dividends at a rate of 12% of the aggregate redemption value of the relevant redeemable preference shares, compounding annually.

No dividend shall be payable on any redeemable preference shares unless there are sufficient profits of the company available for distribution or if the directors have previously resolved not to pay that preference dividend but to retain the cash amount of that preference dividend.

No redeemable preference shares shall be redeemed in respect of any financial period unless there are sufficient distributable reserves of the company available for such redemption. Holders of the redeemable preference shares have the right on a winding-up to receive, in priority to any other classes of shares, the sum of £1 per share together with any unpaid preference dividend.

The redeemable preference shares are presented as a liability and accordingly are excluded from called up share capital in the balance sheet in accordance with FRS 102. During the year 6,924,852 preference shares were redeemed at a total redemption value of £6,924,852.

ROXHILL DEVELOPMENTS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

16. RESERVES

Share premium

The share premium account represents premiums paid above the par value of share capital, less expenses.

Profit and loss account

The profit and loss account includes all current and prior periods retained profits and losses.

17. CONTINGENT LIABILITY

The group's activities involve it in a number of high value property related contracts, which from time to time result in commercial disputes, often in the respect of valuations or project specifications. Most of these are amicably resolved in line with normal commercial practice. At the year end discussions are ongoing in respect of disputes which although material in aggregate have not yet resulted in any formal claims being received. The directors continue to discuss the position with the various parties. Further particulars have not been disclosed as the directors consider this could be prejudicial to the ongoing discussions.

18. RELATED PARTY TRANSACTIONS

At the year end the Group was owed balances of £1,685,132 (2019: £4,804,229) by entities over which it holds joint control.

At the year end the Group owed balances of £2,412,181 (2019: £4,959,836) to entities over which it holds joint control.

During the year the Group was charged fees of £1,073,091 (2019: £6,344,239) by a company with common directors. At the year end the Group owed a balance of £nil (2019: £398,701) to a company with common directors, included in amounts due to related parties.

At the year end the Group owed balances of £157,835 (2019: £2,221,185) to parties which held joint control of the entity, included in amounts due to related parties.

19. CONTROLLING PARTY

No single party owns more than 50% of RDGL therefore there is no single ultimate controlling party.