

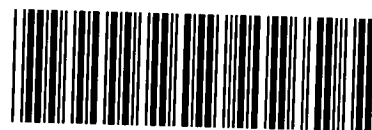
Registered number: 08576587

R&Q MUNRO MA LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

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COMPANIES HOUSE

R&Q MUNRO MA LIMITED

COMPANY INFORMATION

Directors	J B King (appointed 13 December 2019) R&Q Central Services Limited (appointed 13 December 2019)
Company secretary	R&Q Central Services Limited
Registered number	08576587
Registered office	71 Fenchurch Street London England EC3M 4BS
Independent auditor	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus Canary Wharf London E14 4HD
Bankers	Lloyds Bank Plc 25 Gresham Street London EC2V 7HN

R&Q MUNRO MA LIMITED

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R&Q MUNRO MA LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors present their report and the Financial Statements for the year ended 31 December 2019.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 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 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 for the Company's Financial Statements 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.

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 to 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.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £4,857 (2018: *profit* £3,003).

The Directors do not recommend the payment of a dividend.

DIRECTORS

The Directors who served during the year were:

K E Randall (resigned 10 July 2019)
M A Langridge (resigned 13 December 2019)
J B King (appointed 13 December 2019)
R&Q Central Services Limited (appointed 13 December 2019)

FUTURE DEVELOPMENTS

Following the novation of the management of Syndicate 1110 (The Syndicate) and the deauthorisation of the Company, it is expected that the Company will be struck off in the next twelve months.

R&Q MUNRO MA LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

DISCLOSURE OF INFORMATION TO AUDITORS

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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the 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's auditor is aware of that information.

POST BALANCE SHEET EVENTS

The Directors have considered the potential impact of the recent COVID-19 pandemic on the Company's business and currently believe that it will not have a significant impact as it is expected that the Company will be struck off in the next twelve months.

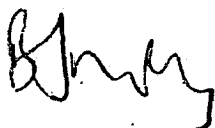
AUDITORS

The auditor, PKF Littlejohn LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

SMALL COMPANIES NOTE

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.



.....
Beverley Murphy
For and on behalf of R&Q Central Services Limited
Secretary

Date: 09 April 2020

R&Q MUNRO MA LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF R&Q MUNRO MA LIMITED

OPINION

We have audited the Financial Statements of R&Q Munro MA Limited for the year ended 31 December 2019, which comprise the Statement of Income and Retained Earnings, the Balance Sheet and notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 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 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.

EMPHASIS OF MATTER

We draw attention to Note 2.3 to the Financial Statements which explains that the Directors intend to strike off the Company in the next twelve months and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the Financial Statements. Accordingly the Financial Statements have been prepared on a basis other than going concern as described in Note 2.3. Our opinion is not modified in this respect of this matter.

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.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF R&Q MUNRO MA LIMITED
(CONTINUED)**

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 Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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, 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.
- the Directors were not entitled to take advantage of the small Companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 1, 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.

R&Q MUNRO MA LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF R&Q MUNRO MA LIMITED
(CONTINUED)**

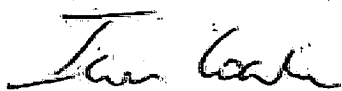
AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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 shareholder 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 shareholder 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 shareholder for our audit work, for this report, or for the opinions we have formed.



Ian Cowan (Senior Statutory Auditor)

for and on behalf of
PKF Littlejohn LLP

Statutory Auditor

15 Westferry Circus
Canary Wharf
London
E14 4HD

Date: 30 April 2020

R&Q MUNRO MA LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 £	2018 £
Administrative expenses		(24,617)	(11,446)
OPERATING LOSS		(24,617)	(11,446)
Interest receivable and similar income	6	19,326	14,449
(LOSS)/PROFIT BEFORE TAX		(5,291)	3,003
Tax on (loss)/profit	7	434	-
(LOSS)/PROFIT AFTER TAX		(4,857)	3,003
Retained earnings at the beginning of the year		(23,677)	(26,680)
		(23,677)	(26,680)
(Loss)/profit for the year		(4,857)	3,003
RETAINED EARNINGS AT THE END OF THE YEAR		(28,534)	(23,677)

There were no recognised gains and losses for 2019 or 2018 other than those included in the Statement of Income and Retained Earnings.

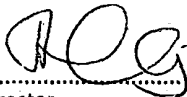
The notes on pages 8 to 16 form part of these Financial Statements.

R&Q MUNRO MA LIMITED
REGISTERED NUMBER: 08576587

BALANCE SHEET
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
CURRENT ASSETS			
Debtors: amounts falling due after more than one year	8	540,000	540,000
Debtors: amounts falling due within one year	8	83,965	62,784
Cash at bank and in hand	9	14,853	14,598
		<u>638,818</u>	<u>617,382</u>
Creditors: amounts falling due within one year	10	(37,351)	(11,058)
NET CURRENT ASSETS		<u>601,467</u>	<u>606,324</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>601,467</u>	<u>606,324</u>
NET ASSETS		<u>601,467</u>	<u>606,324</u>
CAPITAL AND RESERVES			
Called up share capital	12	630,001	630,001
Profit and loss account	13	(28,534)	(23,677)
		<u>601,467</u>	<u>606,324</u>

The Financial Statements were approved and authorised for issue by the Board and were signed on its behalf on 9 April 2020.



 John King, Director

The notes on pages 8 to 16 form part of these Financial Statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (continued)

2.3 Going concern

The Directors have assessed the position of the Company and it is expected to be able to meet its own liabilities as they fall due. Notwithstanding this, the Directors intend to wind up the Company in the next twelve months and therefore the Company is not a going concern. This has no effect on the amounts reported in the Financial Statements.

The Directors have considered the potential impact of the recent COVID-19 pandemic on the Company's business and currently believe that it will not have a significant impact as it is expected that the Company will be struck off in the next twelve months.

2.4 Foreign currency translation

Functional and presentational currency

The Company's functional and presentational currency is Great British Pounds (GBP).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period-end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Income and Retained Earnings.

2.5 Interest income

Interest income is recognised in the Statement of Income and Retained Earnings using the effective interest method.

2.6 Finance costs

Finance costs are charged to the Statement of Income and Retained Earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (continued)

2.7 Taxation

Tax is recognised in the Statement of Income and Retained Earnings.

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 operates and generates 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; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

2.8 Financial instruments

(i) Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow Group Companies are initially recognised at transaction price.

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

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

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

R&Q MUNRO MA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (continued)**2.9 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

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

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.

(a) Critical judgements in applying the entity's accounting policies

No judgements have been made in applying the entity's accounting policies that would have a significant effect on the amounts recognised in these Financial Statements.

(b) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. 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.

(i) Recoverability of debtors

The Company makes an estimate of the recoverable value of trade and other debtors, including amounts owed by Group undertakings. When assessing impairment, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

4. AUDITOR'S REMUNERATION

	2019 £	2018 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual Financial Statements	<u>5,000</u>	<u>5,000</u>

R&Q MUNRO MA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

5. DIRECTORS' REMUNERATION

No Director's remuneration has been recharged to the Company.

6. INTEREST RECEIVABLE

	2019 £	2018 £
Interest receivable from Group Undertakings	19,262	14,384
Other interest receivable	64	65
	<u>19,326</u>	<u>14,449</u>

7. TAXATION

No provision has been made in the Financial Statements for corporation tax at current rates on the assessable profits for the period as they have been eliminated by losses brought forward from prior years.

	2019 £	2018 £
Corporation tax		
Current tax on loss for the year	(1,005)	-
Adjustments in respect of previous periods	571	-
TOTAL CURRENT TAX	<u>(434)</u>	<u>-</u>

R&Q MUNRO MA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

7. TAXATION (continued)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

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

	2019 £	2018 £
(Loss)/profit on ordinary activities before tax	<u>(5,291)</u>	<u>3,003</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(1,005)	571
EFFECTS OF:		
Adjustments in respect of prior periods	571	-
Utilisation of brought forward losses	-	(571)
TOTAL TAX CHARGE FOR THE YEAR	<u>(434)</u>	<u>-</u>

The Company has tax losses carried forward in the UK of £953,605 as at 31 December 2019 (2018: £951,000). As the Company is not a going concern, no deferred tax asset has been recognised for the losses as it is unlikely that the Company will generate future taxable profits and utilise these losses.

In the Finance Bill 2015, it was announced that the main rate of UK corporation tax would reduce to 19% from 1 April 2017 and to 18% from 1 April 2020. The Bill was substantively enacted on 26 October 2015.

In March 2016, it was announced that there would be a further reduction to 17% from 1 April 2020. The Finance Bill 2016 was substantively enacted on 6 September 2016.

The Company's 2019 results are taxed at 19%.

R&Q MUNRO MA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

8. DEBTORS

	2019 £	2018 £
Due after more than one year		
Amounts owed by group undertakings	540,000	540,000
	<u>540,000</u>	<u>540,000</u>
Due within one year		
Amounts owed by Group undertakings	83,965	62,784
	<u>83,965</u>	<u>62,784</u>

Amounts owed by Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

Included in amounts owed by Group undertakings is a subordinated loan to R&Q Munro Services Company Limited of £540,000 (2018: £540,000) which is being charged interest at LIBOR + 2.75%.

9. CASH AND CASH EQUIVALENTS

	2019 £	2018 £
Cash at bank and in hand	14,853	14,598
	<u>14,853</u>	<u>14,598</u>

R&Q MUNRO MA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

10. CREDITORS: Amounts falling due within one year

	2019 £	2018 £
Amounts owed to Group undertakings	32,208	6,008
Corporation tax	143	-
Other taxation and social security	-	50
Accruals and deferred income	5,000	5,000
	<u>37,351</u>	<u>11,058</u>

Amounts owed to Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

11. FINANCIAL INSTRUMENTS

	2019 £	2018 £
FINANCIAL ASSETS		
Financial assets that are debt instruments measured at amortised cost	<u>623,965</u>	<u>602,784</u>
FINANCIAL LIABILITIES		
Financial liabilities measured at amortised cost	<u>(37,351)</u>	<u>(11,058)</u>

Financial assets that are debt instruments measured at amortised cost comprise Group loans.

Financial liabilities measured at amortised cost comprise Group loans, accrued expenses and Corporation Tax control.

12. SHARE CAPITAL

	2019 £	2018 £
ALLOTTED, CALLED UP AND FULLY PAID		
630,001 (2018 - 630,001) Ordinary shares of £1.00 each	<u>630,001</u>	<u>630,001</u>

There is a single class of Ordinary Share. There are no restrictions on the distribution of dividends and the repayment of capital.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

13. RESERVES

Profit and loss account

The profit and loss account represents accumulated profits and losses.

14. RELATED PARTY TRANSACTIONS

The Company is exempt from disclosing other related party transactions as they are with other Companies that are wholly owned within the Group.

There are no other related party transactions requiring disclosure.

15. POST BALANCE SHEET EVENTS

The Directors have considered the potential impact of the recent COVID-19 pandemic on the Company's business and currently believe that it will not have a significant impact as it is expected that the Company will be struck off in the next twelve months.

16. CONTROLLING PARTY

The immediate Parent undertaking is Randall & Quilter Underwriting Management Holdings Ltd, which is registered in England and Wales.

Group Financial Statements are prepared by the ultimate Parent undertaking, Randall & Quilter Investment Holdings Ltd., a Company registered in Bermuda, and can be obtained from 71 Fenchurch Street, London, EC3M 4BS.

In the opinion of the Directors there is no ultimate controlling party.