

Romans 1 Limited

Report and Financial Statements

Period Ended

31 March 2016

Company Number 08652570

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Romans 1 Limited

Report and financial statements for the period ended 31 March 2016

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Directors

P A Coles
P Kavanagh
M E J Palmer
T Shelford
M Salter

Registered office

Crowthorne House, Nine Mile Ride, Wokingham, Berkshire, RG40 3GZ

Company number

08652570

Bankers

National Westminster Bank PLC, Abbey Gardens, 4 Abbey Street, Reading, Berkshire RG1 3BA

Solicitors

Clifton Ingram, 22-24 Broad Street, Wokingham, Berkshire RG40 1BA

Auditors

BDO LLP, Kings Wharf, 20-30 Kings Road, Reading, Berkshire RG1 3EX

Romans 1 Limited

Strategic report for the period ended 31 March 2016

The directors present their strategic report together with the audited financial statements for the period ended 31 March 2016.

Principal activities

The principal activity of the company is that of a holding company. These consolidated financial statements also include the company's subsidiary undertakings, whose principal activities are those of Property Services, Mortgage Advisers, Chartered Surveyors and Planning Consultants. There have been no changes in the activities of the group in the period under review.

Review of the business

The consolidated financial statements of the Romans 1 group ("the group") cover the 15 month period from 31 December to 31 March 2016 and include the results of the Romans Group for the same period.

During the period ended 31 March 2016, the group recorded a turnover of £53,681,650 (30 December 2014 - £48,208,436) and an operating profit before amortisation of £9,385,129 (30 December 2014 - £8,014,353). During the period, the group has grown organically and through acquisitions, with nine acquisitions having been completed. The group opened offices in Guildford, West Drayton, Staines, Gerrards Cross, Beaconsfield and Uxbridge.

The consolidated loss before taxation for the period was £11,204,856 (30 December 2014 - £6,920,536), stated after charging amortisation of £11,364,581 (30 December 2014 - £6,923,546) and interest payable of £9,741,648 (30 December 2014 - £8,488,085).

The group carefully monitors cashflow and at 31 March 2016 held cash amounting to £2,319,573 (30 December 2014 - £7,488,664).

The key performance indicators ("KPIs") for the group are based around turnover and operating profit before amortisation. A summary of KPIs for 31 March 2016 and 30 December 2014 is shown below:

	31 March 2016	30 December 2014
Turnover	£53,681,650	£48,208,436
Operating profit before amortisation	£9,385,129	£8,014,353
Residential sales pipeline	£3,912,645	£3,106,847
Residential sales new instructions (no.)	6,207	6,009
Lettings Properties under management (no.)	7,566	5,751

Romans 1 Limited

Strategic report for the period ended 31 March 2016 (*continued*)

Principal risks and uncertainties

The group is exposed to a variety of financial risks in its day-to-day operations and has in place a series of policies to mitigate these risks. The policies set by the board of directors are implemented by the finance department.

The activity levels of the group's businesses are closely related to that in the housing marketplace. Though we face risks associated with the housing marketplace the directors feel that our diversity of operations in second hand sales, lettings, new homes, planning, residential surveys, mortgages and auctions counter each other therefore reducing the risks to the group of any one division being adversely affected. The directors are cautiously optimistic about the next 12 months. The board of directors monitor work levels on a monthly basis to ensure that sufficient resources are in place.

The group's credit risk is primarily attributable to its trade debtors. Credit risk is managed through strict credit vetting and monitoring. Credit limits are set for customers and where appropriate work is reviewed against available credit before being undertaken. Trade debtors are pursued vigorously by the group.

The group monitors cash flow as part of its daily control activities. Cash flow projections are prepared on a regular basis to ensure that the appropriate cash reserves are available to fund the future operation of the group's businesses.

Approval

This strategic report was approved on behalf of the Board on

25/8/16



M E J Palmer

Director

Date

25/8/16

Romans 1 Limited

Report of the directors for the period ended 31 March 2016

The directors present their report together with the audited financial statements for the period ended 31 March 2016. This report should be read in conjunction with the Strategic report

Results and dividends

The profit and loss account is set out on page 7 and shows the loss for the period.

No dividends were paid during the period (30 December 2014 - £Nil).

Employment of disabled persons

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind. Management actively pursues both the employment of disabled persons whenever a suitable vacancy arises and the continued employment and retraining of employees who become disabled whilst employed by the company. Particular attention is given to the training, career development and promotion of disabled employees with a view to encouraging them to play an active role in the development of the company.

Employee involvement

Employees are encouraged to discuss with management any matters about which they are concerned and factors affecting the company. In addition, the management take account of employees' interests when making decisions and the employees are informed of the company's performance on a regular basis. Suggestions from employees aimed at improving the company's performance are welcome.

Future developments

The directors are optimistic about the group's prospects over the next 12 months.

Directors

The directors of the company during the period were as follows:

P A Coles
P Kavanagh
M E J Palmer
T Shelford
M Salter

At 31 March 2016, third party indemnity provision for the benefit of the company's directors was in force.

Romans 1 Limited

Report of the directors for the period ended 31 March 2016 (*continued*)

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, 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 the directors have elected to prepare the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company 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 and then apply them consistently;
- make judgements and 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.

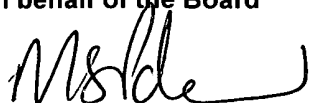
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies 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

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, BDO LLP are deemed to have been reappointed in accordance with section 487 of the Companies Act 2006.

On behalf of the Board



M E J Palmer
Director

Date

25/8/16

Romans 1 Limited

Independent auditor's report

TO THE MEMBERS OF ROMANS 1 LIMITED

We have audited the financial statements of Romans 1 Limited for the 15 month period ended 31 March 2016 which comprise the consolidated profit and loss account, the consolidated and company balance sheets, the consolidated cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2016 and of the group's loss 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Romans 1 Limited

Independent auditor's report (*continued*)

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 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.



*Simon Brooker (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Reading
United Kingdom*

Date *25 August 2016.*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Romans 1 Limited

Consolidated profit and loss account for the period ended 31 March 2016

	Note	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Turnover	2	53,681,650	48,208,436
Cost of sales		(3,813,824)	(4,366,217)
Gross profit		49,867,826	43,842,219
Administrative expenses		(52,050,863)	(42,929,309)
Other operating income		203,585	177,897
Operating profit before amortisation		9,385,129	8,014,353
Amortisation	10	(11,364,581)	(6,923,546)
Operating (loss)/profit	5	(1,979,452)	1,090,807
Interest receivable and similar income	6	516,244	476,742
Interest payable and similar charges	7	(9,741,648)	(8,488,085)
Loss on ordinary activities before taxation		(11,204,856)	(6,920,536)
Taxation on loss from ordinary activities	8	(701,858)	(445,393)
Loss on ordinary activities after taxation	20	(11,906,714)	(7,365,929)

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 12 to 38 form part of these financial statements.

Romans 1 Limited

Consolidated balance sheet at 31 March 2016

<i>Company number 08652570</i>	Note	31 March 2016 £	31 March 2016 £	30 December 2014 £	30 December 2014 £
Fixed assets					
Intangible assets	10		44,674,618		43,614,825
Tangible assets	11		5,536,578		5,097,506
			<u>50,211,196</u>		<u>48,712,331</u>
Current assets					
Debtors	13	7,664,706		5,590,220	
Cash at bank and in hand		2,319,573		7,488,664	
		<u>9,984,279</u>		<u>13,078,884</u>	
Creditors: amounts falling due within one year	15	(77,945,475)		(13,887,932)	
Net current liabilities			<u>(67,961,196)</u>		<u>(809,048)</u>
Total assets less current liabilities			<u>(17,750,000)</u>		<u>47,903,283</u>
Creditors: amounts falling due after more than one year	16		(1,273,662)		(55,068,400)
Provision for liabilities and charges	17		(152,679)		(104,510)
Net liabilities			<u>(19,176,341)</u>		<u>(7,269,627)</u>
Capital and reserves					
Called up share capital	19		37,597		37,597
Share premium account	20		58,705		58,705
Profit and loss account	20		(19,272,643)		(7,365,929)
Shareholders' deficit	20		<u>(19,176,341)</u>		<u>(7,269,627)</u>

The financial statements were approved by the Board and authorised for issue on



M E J Palmer
Director

25/8/16

The notes on pages 12 to 38 form part of these financial statements.

Romans 1 Limited

Company balance sheet at 31 March 2016

<i>Company number 08652570</i>	<i>Note</i>	31 March 2016 £	31 March 2016 £	30 December 2014 £	30 December 2014 £
Fixed assets					
Investments	12		1		1
Current assets					
Debtors due within one year	13	10,211,083		406,877	
Debtors due after more than one year	13	-		8,472,660	
		<u>10,211,083</u>		<u>8,879,537</u>	
Creditors: amounts falling due within one year	15	(10,310,250)		(1,312,177)	
Net current (liabilities)/assets			(99,167)		7,567,360
Total assets less current liabilities			(99,166)		7,567,361
Creditors: amounts falling due after more than one year	16		-		(7,522,590)
Net (liabilities)/assets			(99,166)		44,771
Capital and reserves					
Called up share capital	19		37,597		37,597
Share premium	20		58,705		58,705
Profit and loss account	20		(195,468)		(51,531)
Shareholders' (deficit)/funds	20		(99,166)		44,771

The financial statements were approved by the Board and authorised for issue on

25/8/16



M E J Palmer
Director

The notes on pages 12 to 38 form part of these financial statements.

Romans 1 Limited

Consolidated cashflow statement for the period ended 31 March 2016

	Note	15 months ended 31 March 2016 £	15 months ended 31 March 2016 £	Period ended 30 December 2014 £	Period ended 30 December 2014 £
Net cash inflow from operating activities	26		10,104,022		10,173,377
Returns on investments and servicing of finance					
Interest received		496,417		600,179	
Interest paid		(2,274,377)		(1,387,987)	
Fees on new loans		(358,893)		(1,942,046)	
Interest paid on finance leases		(128,833)		(74,682)	
Net cash outflow from returns on investments and servicing of finance			(2,265,686)		(2,804,536)
Taxation					
UK corporation tax paid			(733,196)		(347,373)
Capital expenditure and financial investment					
Payments to acquire intangible fixed assets		(1,896,328)		-	
Payments to acquire tangible fixed assets		(1,297,984)		(1,348,056)	
Receipts from sale of tangible fixed assets		162,247		40,397	
Net cash outflow from investing activities			(3,032,065)		(1,307,659)
Acquisitions and disposals					
Sale of business operation		230,000		-	
Cash disposed of with business operation		(10,180)		-	
Purchase of subsidiary undertakings		(11,359,832)		(46,420,623)	
Cash acquired with subsidiary undertakings		1,135,782		2,448,618	
Net cash outflow from acquisitions and disposals			(10,004,230)		(43,972,005)
Cash outflow before use of liquid resources and financing			(5,931,155)		(38,258,196)

Romans 1 Limited

Consolidated cashflow statement for the period ended 31 March 2016

		15 months ended 31 March 2016 £	15 months ended 31 March 2016 £	Period ended 30 December 2014 £	Period ended 30 December 2014 £
	Note				
Financing					
Capital element of finance leases repaid		(742,078)		(351,267)	
Share capital issued		-		597,000	
Loans granted in the period		8,888,000		44,998,951	
Directors loans repaid in the period		-		1,502,176	
Loan repaid in the period		(7,383,858)		(1,000,000)	
Net cash inflow from financing			762,064		45,746,860
(Decrease)/Increase in cash	27,28		(5,169,091)		7,488,664

The notes on pages 12 to 38 form part of these financial statements.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016

1 Accounting policies

The financial statements have been prepared under the historical cost convention, and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied:

Basis of consolidation

The consolidated financial statements incorporate the results of Romans 1 Limited and all of its subsidiary undertakings as at 31 March 2016 using the acquisition method of accounting. The results of subsidiary undertakings are included from the date of acquisition.

Going concern

The directors have considered the cash flow requirements for the group for a period including twelve months from the date of approval of these financial statements. Based on these projections and the confirmation from Property Services Holdings Limited that amounts would not be called due where it would put the group in an insolvent position, the directors consider that both the company and the group will have sufficient cash resources during this period to pay all of its liabilities as they fall due and therefore consider it appropriate to continue to prepare the financial statements on a going concern basis.

Goodwill

Purchased goodwill relates to the acquisition of a trade or book of lettings properties and represents the difference between the fair value of the consideration paid and the fair value of any assets and liabilities acquired. Purchased goodwill is capitalised and amortised through the profit and loss account over the directors' estimate of its useful economic life of 2 years.

Goodwill arising on an acquisition of a subsidiary undertaking is the difference between the fair value of the consideration paid and the fair value of the assets and liabilities acquired. Goodwill arising on an acquisition of a subsidiary undertaking is capitalised and amortised through the profit and loss account over the directors' estimate of its useful economic life of 2 to 10 years.

Depreciation

Depreciation is provided over the estimated useful lives of all assets, except freehold land. The rates of depreciation are as follows:

Freehold land and buildings	-	2% per annum on cost
Short leasehold property	-	Over the term of the lease
Fixtures, fittings and equipment	-	15 to 33% per annum on cost
Motor vehicles	-	20 to 25% per annum on cost

Investments

Investments held as fixed assets are stated at cost less provision for any impairment.

Turnover

Turnover represents the amounts (excluding VAT) derived from the provision of work for clients during the period.

Estate agency income, which represents fees receivable in connection with the sale, purchase and letting of properties, is recognised on exchange of contracts.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

1 Accounting policies (*continued*)

Turnover (continued)

Financial consultancy income represents fees and commissions receivable in respect of financial advice provided. Commissions are recognised as turnover when the related financial products are placed "on risk". Administration fees are recognised on receipt.

Chartered surveying and planning consultancy income represents fees receivable in respect of services provided to third parties, recognised as the related work is undertaken. Services provided to clients during the period, which at the balance sheet date have not been billed to clients, have been recognised as turnover in accordance with Financial Reporting Standard 5 'Reporting the substance of transactions': Application Note G 'Revenue Recognition'. Turnover recognised in this manner is based on an assessment of the fair value of the services provided at the balance sheet date as a proportion of the total value of the engagement. Provision is made against unbilled amounts on those engagements where the right to receive payment is contingent on factors outside the control of the company. Unbilled revenue is included in accrued income.

Leases

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account over the shorter of the estimated useful economic life and the period of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and is calculated so that it represents a consistent proportion of the balance of capital repayments outstanding. The capital part reduced the financial lease liability.

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Taxation

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets and liabilities are not discounted.

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.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

1 Accounting policies (continued)

Pension costs

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

2 Turnover

Turnover represents amounts derived from the group's operations in the following areas, all of which arises in the United Kingdom:

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Estate agency	39,655,853	35,305,470
Mortgage advisers	2,807,287	2,425,902
Chartered surveying	4,264,584	3,370,184
Planning consultancy	6,953,926	7,106,880
	<u>53,681,650</u>	<u>48,208,436</u>

3 Directors remuneration

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Directors' remuneration consists of:		
Emoluments	1,270,385	1,168,969
Pension contributions	44,071	62,675
	<u>1,314,456</u>	<u>1,231,644</u>
Highest paid director:		
Emoluments	587,888	494,895
Pension contributions	39,451	56,393
	<u>627,339</u>	<u>551,288</u>

There were 3 (30 December 2014 – 3) directors in the group's defined contribution pension schemes during the period.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

4 Staff costs

	Group 15 months ended 31 March 2016 £	Group Period ended 30 December 2014 £	Company 15 months ended 31 March 2016 £	Company Period ended 30 December 2014 £
Staff costs during the period (including directors):				
Wages and salaries	26,008,751	23,870,307	-	-
Social security costs	2,993,480	2,908,189	-	-
Pension costs	368,233	434,091	-	-
	<u>29,370,464</u>	<u>27,212,587</u>	<u>-</u>	<u>-</u>
	Number	Number	Number	Number
Average number of persons employed (including directors):				
Sales	281	218	-	-
Administration and management	243	209	-	-
Broking staff	17	15	-	-
Surveyors and valuers	23	20	-	-
Planners	45	40	-	-
	<u>609</u>	<u>502</u>	<u>-</u>	<u>-</u>

5 Operating (loss)/profit

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
This has been arrived at after charging/(crediting):		
Depreciation - owned assets	1,029,925	973,728
Depreciation - assets held under finance leases	543,849	348,850
Rentals under operating leases - other	1,959,108	1,902,435
Loss on sale of tangible fixed assets	43,089	20,287
Auditors' remuneration		
- audit services - parent company	6,500	2,500
- audit services - subsidiary undertakings	45,900	41,250
- other regulatory services	5,050	5,750
- taxation services	32,250	22,250
- other assurance services	18,550	-
Amortisation of goodwill	11,364,581	6,923,546

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

6 Interest receivable and similar income

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Bank deposit interest	516,244	476,742

7 Interest payable and similar charges

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Bank loans and overdrafts	1,423,760	1,252,092
Loan notes	6,624,723	6,499,386
Finance leases and hire purchase contracts	128,835	74,682
Finance costs	1,447,517	654,397
Group interest payable	116,813	-
Other interest payable	-	7,528
	9,741,648	8,488,085

8 Taxation on loss from ordinary activities

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
<i>Current tax</i>		
UK corporation tax charge	673,646	484,689
Adjustments in respect of prior periods	564	(157,166)
Total current tax	674,210	327,523
<i>Deferred taxation</i>		
Origination and reversal of timing differences	29,139	117,870
Adjustments in respect of prior periods	(75)	-
Effect of tax rate change on opening balance	(1,416)	-
Taxation on profit from ordinary activities	701,858	445,393

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

8 Taxation on loss from ordinary activities (*continued*)

Reconciliation of current tax rate to standard rate of tax

	15 months Ended 31 March 2016 £	Period ended 30 December 2014 £
Loss on ordinary activities before tax	(11,204,856)	(6,920,536)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20.20%/21.49% (30 December 2014 - 21.91%/21.49%)	(2,263,301)	(1,474,235)
Effects of:		
Expenses not deductible for tax purposes - fixed assets	1,224,221	529,522
Expenses not deductible for tax purposes	709,116	1,651,839
Income not deductible for tax purposes	(70,533)	-
Group relief claimed	(702)	-
Tax credits	(359)	-
Capital allowances in excess of depreciation	(76,117)	(165,086)
Share option deduction	-	(355,888)
Other short term timing differences	43,417	3,220
Loss carry back	-	73,632
Adjustments in respect of prior periods	564	(157,166)
Unrelieved tax losses and other deductions	-	185,228
Other tax adjustments, reliefs and transfers	-	40,299
Effect of change in tax rate	-	(3,842)
Other permanent differences	1,107,904	-
Current tax rate	674,210	327,523

9 Profit of parent company

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these accounts. The parent company's loss for the financial period amounted to £143,937 (30 December 2014 - £51,531).

Romans 1 Limited

Notes forming part of the financial statements
for the period ended 31 March 2016 (*continued*)

10 Intangible assets

Group	Purchased goodwill £	Goodwill arising on consolidation £	Total £
<i>Cost</i>			
At 31 December 2014	2,926,149	47,612,222	50,538,371
Additions	275,823	12,402,124	12,677,947
Disposal	-	(318,551)	(318,551)
	<hr/>	<hr/>	<hr/>
At 31 March 2016	3,201,972	59,695,795	62,897,767
	<hr/>	<hr/>	<hr/>
<i>Amortisation</i>			
At 31 December 2014	575,068	6,348,478	6,923,546
Provided for the period	69,826	11,294,755	11,364,581
Disposal	-	(64,978)	(64,978)
	<hr/>	<hr/>	<hr/>
At 31 March 2016	644,894	17,578,255	18,223,149
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
At 31 March 2016	2,557,078	42,117,540	44,674,618
	<hr/>	<hr/>	<hr/>
At 30 December 2014	2,351,081	41,263,744	43,614,825
	<hr/>	<hr/>	<hr/>

Romans 1 Limited

Notes forming part of the financial statements
for the period ended 31 March 2016 (*continued*)

11 Tangible fixed assets

Group	Freehold land and buildings £	Short leasehold property £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
<i>Cost</i>					
At 31 December 2014	207,790	3,043,875	1,199,260	1,896,928	6,347,853
Additions	-	919,811	569,033	932,630	2,421,474
Disposals	-	(111,031)	(138,058)	(449,010)	(698,099)
At 31 March 2016	207,790	3,852,655	1,630,235	2,380,548	8,071,228
<i>Accumulated depreciation</i>					
At 31 December 2014	5,683	495,565	428,679	320,420	1,250,347
Charge for the period	5,328	557,853	466,744	543,849	1,573,774
Disposals	-	(26,478)	(52,032)	(210,961)	(289,471)
At 31 March 2016	11,011	1,026,940	843,391	653,308	2,534,650
<i>Net book value</i>					
At 31 March 2016	196,779	2,825,715	786,844	1,727,240	5,536,578
At 30 December 2014	202,107	2,548,310	770,581	1,576,508	5,097,506

The net book value of motor vehicles for the company includes an amount of £1,727,240 (30 December 2014 - £1,560,756) in respect of assets held under finance leases and hire purchase contracts. The accumulated depreciation for the assets held under finance leases and hire purchase contracts was £653,308 (30 December 2014 - £348,850).

12 Fixed asset investments

Company	Shares in subsidiary undertakings £
<i>Cost</i>	
At 31 December 2014	1
Additions	-
At 31 March 2016	1

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

12 Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings at the end of the period and have all been included in the consolidated financial statements:

Name	Country of incorporation	Proportion of voting rights and ordinary share capital held	Nature of business
Romans 2 Limited	England and Wales	100%	Holding company
Romans 3 Limited*	England and Wales	100%	Holding company
The Romans Group (UK) Limited**	England and Wales	100%	Estate agency
Romans Mortgage Services Limited***	England and Wales	100%	Mortgage advisers
Romans Professional Services Limited***	England and Wales	100%	Chartered surveyors
Lennon Planning Limited****	England and Wales	100%	Dormant
Romans Projects Limited****	England and Wales	100%	Dormant
Boyer Planning Limited***	England and Wales	100%	Planning consultants
Imperial Estate Agents Trustee Limited***	England and Wales	100%	Dormant
Atkinson & Keene Limited***	England and Wales	100%	Dormant
JM Lettings Limited***	England and Wales	100%	Dormant
Romans Sales and Lettings Limited***	England and Wales	100%	Dormant
Jacksons Residential Limited***	England and Wales	100%	Dormant
Caroline Clark & Associates Limited***	England and Wales	100%	Dormant
Sherriff Mountford Limited***	England and Wales	100%	Dormant
Drummonds Property Rentals Limited***	England and Wales	100%	Dormant
Campsie Lettings Limited***	England and Wales	100%	Dormant
James Griffin Lettings Limited***	England and Wales	100%	Dormant
Amethyst Lettings Holdings Limited***	England and Wales	100%	Dormant
Amethyst Lettings Limited***	England and Wales	100%	Dormant
The Brampton Partnership (Estate Agents) Limited***	England and Wales	100%	Dormant
Brampton Sales and Lettings Limited***	England and Wales	100%	Dormant
Bennett Residential Limited***	England and Wales	100%	Estate agency
Romans Commercial Limited***	England and Wales	100%	Dormant
Harmers Limited*****	England and Wales	100%	Dormant

*investment held by Romans 2 Limited

**investment held by Romans 3 Limited

***investments held by The Romans Group (UK) Limited

****investments held by Romans Professional Services Limited

*****investments held by Boyer Planning Limited

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

13 Debtors

	Group 31 March 2016 £	Group 30 December 2014 £	Company 31 March 2016 £	Company 30 December 2014 £
Trade debtors	4,655,298	3,224,159	-	-
Amounts owed by group undertakings	-	-	7,633,846	8,538,208
Other debtors	1,104,644	1,080,632	2,577,237	341,329
Prepayments and accrued income	1,904,764	1,285,429	-	-
	<u>7,664,706</u>	<u>5,590,220</u>	<u>10,211,083</u>	<u>8,879,537</u>

Amounts owed by group undertakings within the company include an amount of £nil (30 December 2014 - £8,472,660) which is due after more than one year.

14 Deferred tax

	Group 31 March 2016 £	Group 30 December 2014 £	Company 31 March 2016 £	Company 30 December 2014 £
At 31 December 2014	(20,157)	-	-	-
Charged to the profit and loss account	(27,648)	(117,870)	-	-
Acquired with subsidiary	(2,817)	97,713	-	-
	<u>(50,622)</u>	<u>(20,157)</u>	<u>-</u>	<u>-</u>
At 31 March 2016	(50,622)	(20,157)	-	-

The deferred tax liability consists of the following amounts:

	Group 31 March 2016 £	Group 30 December 2014 £	Company 31 March 2016 £	Company 30 December 2014 £
Depreciation in excess of capital allowances	112,666	(49,892)	-	-
Short term timing differences	(70,793)	35,667	-	-
Other	8,749	(5,932)	-	-
	<u>(50,622)</u>	<u>(20,157)</u>	<u>-</u>	<u>-</u>

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

15 Creditors: amounts falling due within one year

	Group 31 March 2016 £	Group 30 December 2014 £	Company 31 March 2016 £	Company 30 December 2014 £
Trade creditors	1,336,660	765,246	-	-
Amounts owed to group companies	71,054,424	-	10,138,647	23,291
Corporation tax payable	327,301	43,250	126,330	33,695
Other taxation and social security	2,055,896	1,775,064	-	-
Other creditors	576,940	346,383	-	-
Obligations under finance leases and hire purchase contracts	279,328	316,891	-	-
Bank loans	-	1,210,017	-	-
Accruals and deferred income	2,264,304	9,410,924	45,273	1,255,191
Deferred tax liability (note 14)	50,622	20,157	-	-
	77,945,475	13,887,932	10,310,250	1,312,177

The bank loans are secured by a floating and fixed charge over the assets of the group.

16 Creditors: amounts falling due after more than one year

	Group 31 March 2016 £	Group 30 December 2014 £	Company 31 March 2016 £	Company 30 December 2014 £
Bank loans	-	15,031,154	-	-
Amounts owed to group companies	-	-	-	-
12% Loan notes	-	38,861,901	-	7,522,590
Obligations under finance leases and hire purchase contracts	1,273,662	1,175,345	-	-
	1,273,662	55,068,400	-	7,522,590

Romans 1 Limited

Notes forming part of the financial statements
for the period ended 31 March 2016 (*continued*)

16 Creditors: amounts falling due after more than one year (*continued*)

Maturity of debt

Group	12% Loan notes 31 March 2016 £	Loans and overdrafts 31 March 2016 £	Finance leases 31 March 2016 £	Total 31 March 2016 £
In one year or less	-	-	279,328	279,328
In more than one year but not more than two years	-	-	279,328	279,328
In more than two years but not more than five years	-	-	994,334	994,334
	-	-	1,273,662	1,273,662

Maturity of debt

Group	12% Loan notes 30 December 2014 £	Loans and overdrafts 30 December 2014 £	Finance leases 30 December 2014 £	Total 30 December 2014 £
In one year or less	-	1,210,017	316,891	1,526,908
In more than one year but not more than two years	-	1,363,242	316,891	1,680,133
In more than two years but not more than five years	38,861,901	13,667,912	858,454	53,388,267
	38,861,901	15,031,154	1,175,345	55,068,400

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

16 Creditors: amounts falling due after more than one year (*continued*)

The prior year bank loans were secured via a charge over the assets of the group. The bank loans due within one year and due after one year at 31 March 2015 were reduced by arrangement fees of £289,983 and £680,847 respectively.

The prior year bank loans comprised of three facilities as follows:

- Facility A was for £8,100,000 accruing interest at LIBOR plus 4.25%;
- Facility B was for £8,000,000 accruing interest at LIBOR plus 4.75%;
- Facility C was for £6,000,000 accruing interest at LIBOR plus 4.50%;
- Revolving facility for £1,000,000 accruing interest at LIBOR plus 4.25%;

All interest on the facilities was paid quarterly in arrears.

The repayment terms for the outstanding loans were as follows:

Facility A was repayable half yearly ending on 30 September 2018;

Facility B was repayable in full on 30 September 2019;

Facility C was repayable half yearly ending on 30 September 2019;

Revolving facility was repayable quarterly ending on 3 September 2018.

The prior year loan notes comprised of three types as follows:

- Unsecured A loan notes up to £20,000,000 accruing interest at 12%;
- Unsecured B loan notes up to £21,000,000 accruing interest at 12%;
- Unsecured B2 loan notes up to £35,000 bearing no interest;
- Unsecured C loan notes up to £7,750,000 accruing interest at 12%.

The repayment terms for the prior year outstanding loan notes was as follows:

Unsecured A loan notes were repayable by 30 August 2018 or at point of sale or listing;

Unsecured B loan notes were repayable by 30 August 2018 or at point of sale or listing;

Unsecured B2 loan notes were repayable by 30 August 2018 or at point of sale or listing;

Unsecured C loan notes were repayable by 30 August 2018 or at point of sale or listing.

During the year, Property Services Holdings Limited ("PSH"), the new ultimate parent company was formed. On 15 March 2016, Titus Bidco Limited, a wholly owned subsidiary of PSH, acquired the entire share capital of Romans 1 Limited, and new banking facilities were agreed. The new banking facility is held within Titus Bidco Limited which settled outstanding bank borrowings of the Romans 1 Group and acquired outstanding loans notes within the Romans 1 Group.

Liquidity risk is managed through detailed cash forecasting and the application of strict cash management practices to ensure the group has sufficient funds for operations. The group has a working capital facility which the directors consider will be sufficient for the company's needs for the twelve months from the date of approval of these financial statements.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

17 Provision for liabilities and charges

	Clawback provision £
Group	
At 31 December 2014	104,510
Charge for the period	111,261
Applied	(63,092)
	<hr/>
At 31 March 2016	152,679
	<hr/>

A provision of £152,679 has been recognised for expected clawbacks of commission received due to the cancellation of investment products sold within the last three years by Romans Mortgage Services Limited, a subsidiary.

It is expected that this expenditure will be incurred within three years from the balance sheet date.

18 Acquisitions

Acquisition of Campsie Lettings Limited

On 11 September 2015 the group acquired the entire share capital of Campsie Lettings Limited for cash consideration of £2,326,901 (including expenses of £97,042). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Tangible fixed assets	42,057	(16,060)	25,997
Current assets			
Debtors	5,281	-	5,281
Cash in hand	35,187	-	35,187
Creditors	(1,559)	-	(1,559)
	<hr/>	<hr/>	<hr/>
Net assets/(net liabilities)	80,966	(16,060)	64,906
			<hr/>
Cash consideration (including expenses £97,042)			2,326,901
Net assets acquired			64,906
			<hr/>
Goodwill arising on acquisition			2,261,995
			<hr/>
Represented by:			
Fair value adjustments			16,060
True and fair override			2,245,935
			<hr/>

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of Campsie Commercial Limited

On 11 September 2015 Romans Professional Services Limited acquired the entire share capital of Campsie Commercial Limited for cash consideration of £405,733 (including expenses of £23,733). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value Adjustments £	Fair value £
Tangible fixed assets	4,889		4,889
Current assets			
Debtors	52,588		52,588
Cash in hand	75,347		75,347
Creditors	(45,012)	-	(45,012)
Net assets	87,812	-	87,812
Cash consideration (including expenses £23,733)			405,733
Net assets acquired			87,812
Goodwill arising on acquisition			317,921

On 21 March 2016 Romans Professional Services Limited disposed of the entire share capital of Campsie Commercial Limited for cash consideration of £230,000 and deferred consideration of £40,000.

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of James Griffin Lettings Limited

On 14 April 2015 the group acquired the entire share capital of James Griffin Lettings Limited for cash consideration of £603,775 (including expenses of £36,842). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Current assets			
Debtors	927	-	927
Cash in hand	35,570	-	35,570
Creditors	(25,703)	-	(25,703)
Net assets	10,794	-	10,794
Cash consideration (including expenses £36,842)			603,775
Net assets acquired			10,794
Goodwill arising on acquisition			592,981
Represented by:			
Fair value adjustments			-
True and fair override			592,981

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of Amethyst Lettings Holdings Limited and Amethyst Lettings Limited

On 24 July 2015 the group acquired the entire share capital of Amethyst Lettings Holdings Limited and its subsidiary Amethyst Lettings Limited for cash consideration of £5,155,140 (including expenses of £148,216). The purchase was followed by a week of trading before then being hived across on 31 July 2015. The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Current assets			
Debtors	137,383	-	137,383
Cash in hand	296,617	-	296,617
Creditors	(378,851)	-	(378,851)
Net assets	55,149	-	55,149
Cash consideration (including expenses £148,216)			5,155,140
Net assets acquired			55,149
Goodwill arising on acquisition			5,099,991
Represented by:			
Fair value adjustments		-	-
True and fair override			5,099,991

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of The Brampton Partnership (Estate Agents) Limited and Brampton Sales & Lettings Limited

On 19 November 2015 the group acquired the entire share capital of The Brampton Partnership (Estate Agents) Limited and Brampton Sales & Lettings Limited for cash consideration of £1,455,835 (including expenses of £56,287). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Tangible fixed assets	74,983	-	74,983
Current assets			
Debtors	238,840	-	238,840
Cash in hand	25,174	-	25,174
Creditors	(248,985)	-	(248,985)
Net assets	90,012	-	90,012
Cash consideration (including expenses £56,287)			1,455,835
Net assets acquired			90,012
Goodwill arising on acquisition			1,365,823
Represented by:			
Fair value adjustments			-
True and fair override			1,365,823

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of Gregory Estate Agents Limited

On 18 September 2015 the group acquired the trade and assets of Gregory Estate Agents Limited for cash consideration of £158,798 (including expenses of £3,798). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Net assets	-	-	-
Cash consideration (including expenses £3,798)			158,798
Net assets acquired			-
Goodwill arising on acquisition			158,798

Acquisition of Enfields Franchising LLP.

On 16 October 2015 the group acquired the trade and assets of Enfields Franchising LLP for cash consideration of £117,025 (including expenses of £2,025). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Net assets	-	-	-
Cash consideration (including expenses £2,025)			117,025
Net assets acquired			-
Goodwill arising on acquisition			117,025

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of Harmers Limited

On 31 March 2016 Boyer Planning Limited acquired the entire share capital of Harmers Limited for consideration of £201,000 (including expenses of £1,000). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Tangible fixed assets	7	-	7
Current assets			
Debtors	100,072	-	100,072
Cash in hand	381	-	381
	(79,702)	-	(79,702)
Creditors			
Net assets	20,758	-	20,758
Consideration:			
Cash consideration (including expenses £1,000)			81,000
Deferred consideration			20,000
Contingent consideration			100,000
Total consideration			201,000
Net assets acquired			20,758
Goodwill arising on acquisition			180,242
Represented by:			
Fair value adjustments			-
True and fair override			180,242

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of Bennett Residential Limited.

On 31 March 2016 the group acquired the entire share capital of Bennett Residential Limited for cash consideration of £1,740,080 (including expenses of £12,052). The book and fair value of the assets acquired, and the resulting goodwill arising is shown in the table below.

	Book value £	Fair value adjustments £	Fair value £
Tangible fixed assets	15,188	-	15,188
Current assets			
Debtors	130,262	-	130,262
Cash in hand	731,126	-	731,126
Creditors	(105,792)	-	(105,792)
Net assets	770,784	-	770,784
Cash consideration (including expenses £12,052)			1,740,080
Net assets acquired			770,784
Goodwill arising on acquisition			969,296

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

18 Acquisitions (continued)

Acquisition of MSE LLP

On the 28 May 2015 Romans Commercial Limited acquired the entire trade and assets of MSE LLP for cash consideration of £1,620,505 (including expenses of £40,425).

	Book value £	Fair value adjustments £	Fair value £
Tangible fixed assets	18,340	-	18,340
Net assets			18,340
Cash consideration (including expenses £40,425)			1,620,425
Net assets acquired			18,340
Goodwill arising on acquisition			1,602,085

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

19 Called up share capital

Group and company	31 March 2016 Number	31 March 2016 £	30 December 2014 Number	30 December 2014 £
<i>Called up, allotted and fully paid</i>				
A Ordinary shares of £0.0001 each	6,050,850	605	6,050,850	605
B Ordinary shares of £0.01 each	1,749,150	17,492	1,749,150	17,492
C1 Ordinary shares of £0.01 each	450,000	4,500	450,000	4,500
C2 Ordinary shares of £0.01 each	340,000	3,400	340,000	3,400
C3 Ordinary shares of £0.01 each	340,000	3,400	340,000	3,400
C4 Ordinary shares of £0.01 each	350,000	3,500	350,000	3,500
C5 Ordinary shares of £0.01 each	220,000	2,200	220,000	2,200
C6 Ordinary shares of £0.025 each	100,000	2,500	100,000	2,500
	9,600,000	37,597	9,600,000	37,597

20 Combined statement of movements in shareholders' funds and movements on reserves

	Called up share capital £	Share premium Account £	Profit and loss account £	Total £
Group				
At 31 December 2014	37,597	58,705	(7,365,929)	(7,269,627)
Loss for the financial period	-	-	(11,906,714)	(11,906,714)
At 31 March 2016	37,597	58,705	(19,272,643)	(19,176,341)
Company				
At 31 December 2014	37,597	58,705	(51,531)	44,771
Loss for the financial period	-	-	(143,937)	(143,937)
At 31 March 2016	37,597	58,705	(195,468)	(99,166)

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (*continued*)

21 Operating lease commitments

At 31 March 2016 the group was committed to making the following payments during the next year in respect of operating leases:

	Land and buildings 31 March 2016 £	Land and buildings 30 December 2014 £
Group		
Leases which expire:		
Within one year	316,121	90,000
Within two to five years	533,409	532,315
After five years	760,250	546,000
	1,609,780	1,168,315

22 Contingent liabilities

The group has guaranteed the borrowings of Titus Bidco Limited, a fellow subsidiary of Property Services Holdings Limited. The borrowings subject to the guarantee at 31 March 2016 totalled £122,260,000. In the prior year the group borrowings were held within Romans 3, and as at 30 December 2014 totalled £17,212,000.

23 Related party transactions

In accordance with Financial Reporting Standard No. 8 "Related Party Disclosures", transactions with other wholly owned group companies have not been disclosed in these financial statements.

Other related party transactions

Group

During the prior period P Coles, a director of the company, repaid an amount of £54,698 that was due to the group. There were no repayments in the current year. There is no outstanding balance due at the year-end (30 December 2014 - £nil).

During the period Romans 3 Limited incurred expenditure of £56,338 (30 December 2014 - £80,356) from Bowmark Capital LLP, the ultimate controlling party. Romans 3 Limited is a subsidiary of Romans 1 Limited. There is no outstanding balance payable at the year end.

The group issued loan notes to M Palmer, a director of the company, amounting to £10,067 (30 December 2014 - £147,460) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £25,109 (30 December 2014 - £24,374) was charged to the profit and loss account. At 31 March 2016, the group owed M Palmer £Nil (30 December 2014 - £171,834).

The group issued loan notes to Bowmark Capital LLP, the ultimate controlling party, amounting to £1,818,643 (30 December 2014 - £26,639,491) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £4,536,010 (30 December 2014 - £4,403,267) was charged to the profit and loss account. At 31 March 2016, the group owed Bowmark Capital LLP £Nil (30 December 2014 - £31,042,758).

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

23 Related party transactions (continued)

Company

The company issued loan notes to P Coles, a director of the company, amounting to £369,926 (30 December 2014 - £5,418,672) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £922,658 (30 December 2014 - £895,657) was charged to the profit and loss account. At 31 March 2016, the group owed P Coles £Nil (30 December 2014 - £6,314,329).

The company issued loan notes to P Kavanagh, a director of a subsidiary company, amounting to £98,730 (30 December 2014 - £1,446,191) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £246,249 (30 December 2014 - £239,042) was charged to the profit and loss account. At 31 March 2016, the group owed P Kavanagh £Nil (30 December 2014 - £1,685,233).

The company issued loan notes to P Fuller, a director of a subsidiary company, amounting to £34,807 (30 December 2014 - £509,852) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £86,814 (30 December 2014 - £84,274) was charged to the profit and loss account. At 31 March 2016, the group owed P Fuller £Nil (30 December 2014 - £594,126).

The company issued loan notes to V Courtney, a director of a subsidiary company, amounting to £11,034 (30 December 2014 - £161,632) during the period to 31 March 2016. Interest on the loan is charged at 12% and an amount of £27,522 (30 December 2014 - £26,716) was charged to the profit and loss account. At 31 March 2016, the group owed V Courtney £Nil (30 December 2014 - £188,348).

All the above transactions were on an arm's length basis.

24 Post balance sheet events

On 14 April 2016, the company acquired Handovers (Lettings) Limited, a lettings business based in Guildford for a consideration of approximately £200,000.

On 5 July 2016, the company acquired Lets Rent Limited, a lettings business based in Basingstoke for a consideration of approximately £370,000.

25 Ultimate parent company and controlling party

The company is a subsidiary of Titus Bidco Limited. At 31 March 2016, the company's ultimate parent company was Property Services Holdings Limited.

Titus Bidco Limited is the smallest group in which the results of the company are consolidated.

Property Services Holdings Limited is the company's ultimate parent company and the largest group in which the results of the company are consolidated.

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

The accounts of the ultimate parent company, Property Services Holdings Limited, will not be available until after their first year end date of 31 March 2017.

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

Romans 1 Limited

Notes forming part of the financial statements
for the period ended 31 March 2016 (*continued*)

26 Reconciliation of operating loss to net cash inflow from operating activities

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Operating (loss)/profit	(1,979,452)	1,090,807
Depreciation	1,573,774	1,322,578
Amortisation	11,364,581	6,923,546
Loss on sale of tangible fixed assets	43,089	(20,287)
Increase in debtors	(1,527,815)	(78,559)
Increase in creditors	581,676	958,933
Decrease in provisions	48,169	(23,641)
	<u>10,104,022</u>	<u>10,173,377</u>

27 Reconciliation of net cash inflow to movement in net funds

	15 months Ended 31 March 2016 £	Period ended 30 December 2014 £
(Decrease) / Increase in cash	(6,294,693)	5,040,046
Acquisition of subsidiaries	1,135,782	2,448,618
Disposal of subsidiaries	(10,180)	-
	<u>(5,169,091)</u>	<u>7,488,664</u>
Cash outflow from financing	(762,064)	(45,149,860)
	<u>(5,931,155)</u>	<u>(37,661,196)</u>
Change in net debt resulting from cash flows	56,099,417	(11,445,448)
Other non-cash movements		
	<u>50,168,262</u>	<u>(49,106,644)</u>
Movement in net funds in the period		
Net funds brought forward	(49,106,644)	-
	<u>1,061,618</u>	<u>(49,106,644)</u>
Net funds carried forward		

Romans 1 Limited

Notes forming part of the financial statements for the period ended 31 March 2016 (continued)

28 Analysis of net funds

	At 31 December 2014 £	Cash flows £	Other non- cash-items £	Acquisition of subsidiaries £	At 31 March 2016 £
Cash at bank and in hand	7,488,664	(6,294,693)	-	1,125,602	2,319,573
Debt due within one year	(1,210,017)	1,500,000	(289,983)	-	-
Debt due after one year – Bank loans	(15,031,154)	(8,888,000)	23,919,154	-	-
Debt due after one year – Loan notes	(38,861,901)	5,883,858	33,282,145	-	304,102
Finance leases	(1,492,236)	742,078	(811,899)	-	(1,562,057)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total	(49,106,644)	(7,056,757)	56,099,417	1,125,602	1,061,618
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

29 Major non-cash transactions

During the year the group entered into finance lease arrangements for assets with a total capital value at the inception of the leases of £811,899 (30 December 2014 - 1,843,503).

30 Clients' money balances

	15 months ended 31 March 2016 £	Period ended 30 December 2014 £
Amounts held on behalf of clients	20,739,688	15,281,832
Amounts due to clients	(20,739,688)	(15,281,832)
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	-	-
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