DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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COMPANY INFORMATION

Directors

T P Jones

J J Comaby (appointed 1 March 2019)

Registered number

08184012

Registered office

Stockwell House 13 High Street Somerset BA10 0AB

Independent auditors

Rawlinson & Hunter Audit LLP

Chartered Accountants Statutory Auditor

Eighth Floor

6 New Street Square New Fetter Lane

London EC4A 3AQ

CONTENTS

•	Page
Directors' Report	1 - 2
Independent Auditors' Report	3 - 5
Statement of Comprehensive Income	6
Balance Sheet	7
Notes to the Financial Statements	8 - 15

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their directors' report and the financial statements of Roundhill Estate Limited ("the company") for year ended 31 December 2019.

Principal activity

The principal activity of the company during the year was that of the development and holding of property for rental income.

Directors

The directors who served during the year and to the date of this report were:

T P Jones

J J Cornaby (appointed 1 March 2019)

D K Brickell (resigned 1 March 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 judgments 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.

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 auditors are 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 auditors are aware of that information.

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

Covid-19

The Covid-19 pandemic that has taken hold in the UK will undoubtedly have an effect on all UK companies in a wide ranging manner, potentially affecting their operational capability, liquidity and financial position.

The directors have considered the implications and have put in place business continuity plans that should allow the company to continue in operation.

However, we are at an early stage of this pandemic and Government policy is constantly evolving. Accordingly, we are unable to assess the full potential impact and we are keeping the matter under constant review.

Auditors

Under section 487(2) of the Companies Act 2006, Rawlinson & Hunter Audit LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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.

J J Cornaby Director

Date: 29/09/2020

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROUNDHILL ESTATE LIMITED

Opinion

We have audited the financial statements of Roundhill Estate Limited (the 'company') for the year ended 31 December 2019, which comprise the Statement of Comprehensive Income, the Balance Sheet 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 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 Auditors' 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
 cast significant doubt about the company's ability to continue to adopt the going concern basis of
 accounting for a period of at least twelve months from the date when the financial statements are
 authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and financial statements, other than the financial statements and our Auditors' 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

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROUNDHILL ESTATE LIMITED (CONTINUED)

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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROUNDHILL ESTATE LIMITED (CONTINUED)

Auditors' 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 Auditors' 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 Auditors' Report.

Other matters

In the previous accounting period the directors of the company took advantage of audit exemption under s477 of the Companies Act 2006. Therefore the prior period financial statements were not subject to audit.

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 Auditors' 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.

David Davies (Senior Statutory Auditor)

for and on behalf of Rawlinson & Hunter Audit LLP

Chartered Accountants Statutory Auditor Eighth Floor 6 New Street Square New Fetter Lane London

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STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

•	2019 £	2018 £
Tumover	25,561	25,000
Gross Profit	25,561	25,000
Administrative expenses	(48,926)	(78,147)
Operating Loss	(23,365)	(53,147)
Interest payable and expenses	(250,744)	(240,524)
Loss before tax	(274,109)	(293,671)
Tax on loss		-
Loss for the financial period	(274,109)	(293,671)

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of comprehensive income.

The notes on pages 8 to 15 form part of these financial statements.

ROUNDHILL ESTATE LIMITED REGISTERED NUMBER: 08184012

BALANCE SHEET AS AT 31 DECEMBER 2019

	Note		2019 £	• • • • • • • • • • • • • • • • • • • •	2018 £
Fixed assets Tangible assets	4		3,670		8,295
Investment property	5		6,414,606		6,388,881
		•	6,418,276	•	6,397,176
Current Assets					
Debtors: amounts falling due within one year	6	24,636		35,129	
Cash at bank and in hand	7	1,472		-	
	_	26,108		35,129	
Creditors: amounts falling due within one year	8	(3,421,320)		(3,400,366)	
Net Current liabilities	-		(3,395,212)		(3,365,237)
Total assets less current liabilities		-	3,023,064		3,031,939
Creditors: amounts falling due after more than one year	9		(4,104,602)		(3,839,368)
Net liabilities		-	(1,081,538)	•	(807,429)
Capital and reserves		•		•	· · · · · · · · · · · · · · · · · · ·
Called up share capital Profit and loss account	12		1 (1,081,539)		1 (807,430)
		•	(1,081,538)		(807,429)

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

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

J J Cornaby Director

Date: 29/09/2020

The notes on pages 8 to 15 form part of these financial statements.

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

1. General information

Roundhill Estate Limited ("the company") is a private company, limited by shares, incorporated in England and Wales with registration number of 08184012. The registered office is Stockwell House, 13 High street, Bruton, Somerset, United Kingdom, BA10 0AB. The principal activity of the company during the year was the development and holding of property for rental income purposes.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The following principal accounting policies have been applied:

2.2 Going concern

The directors consider that the going concern basis for the preparation of the company's accounts to continue to be appropriate. The company is dependent on financial support from the company's parent undertaking. The directors have received assurances from the parent undertaking that it will continue to support the company and will not seek repayment of monies due to it unless all third party liabilities have been met. The Covid-19 pandemic has created significant operational and financial pressures on the company. The directors have considered the contingency plans in place, the support to businesses announced by the UK Government and have reviewed updated cashflow forecasts.

2.3 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is 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 Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

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

2. Accounting policies (continued)

2.4 Revenue

Turnover represents gross rental and grazing income receivable, excluding Value Added Tax, from investment properties. Where rental income is invoiced in advance, this is deferred to the extent that the rental period has not elapsed at the period end. To the extent that rent due under the tenancy agreement has not been invoiced or received at the period end, this amount is recognised as turnover and included in debtors.

2.5 Finance costs

Finance costs are not capitalised but are charged to the Statement of Comprehensive Income 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.

2.6 Taxation

Tax is recognised in the Statement of Comprehensive Income, 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 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 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.

2.7 Tangible fixed assets

Tangible fixed assets under the cost model, other than investment properties, are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

2. Accounting policies (continued)

2.7 Tangible fixed assets (continued)

Depreciation is charged to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Plant and machinery

- 15% - Straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.8 Investment property

Investment property is carried at open market value, based on valuations made by the directors' as at the year end. Changes in fair value are recognised in the Statement of Comprehensive Income. Additions to properties include costs and improvements of a capital nature only. Costs such as interest and other property outgoings are treated as revenue expenditure and are written off as incurred.

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

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.12 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

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 debtors and creditors, are

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

2. Accounting policies (continued)

2.12 Financial instruments (continued)

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, like 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 the 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.

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 Statement of Comprehensive Income.

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 company 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.

2.13 Related party transactions

As 100% of the company's voting rights are controlled within the group headed by Artfarm Group Limited, the company has taken advantage of the exemption contained in paragraph 33.1A of FRS 102 and has therefore not disclosed transactions and balances with entities which form part of the group (or investees of the group qualifying as related parties).

3. Employees

The company has no employees (excluding directors) in the year (2018 - nil).

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

4. Tangible fixed assets

5.

	Plant and machinery £
Cost	ž.
At 1 January 2019	31,000
At 31 December 2019	31,000
Depreciation	
At 1 January 2019	22,705
Charge for the year on owned assets	4,625
At 31 December 2019	27,330
Net book value	
At 31 December 2019	<u> 3,670</u>
At 31 December 2018	8,295
Investment property	
	Freehold investment property £
Valuation	4
At 1 January 2019 Additions at cost	6,388,881 25,725
At 31 December 2019	6,414,606

Investment properties are valued by the directors, after having consulted with their professional advisors, at their estimated market value as at 31 December 2019. Fair value movements of £Nil (2018 - £Nil) are included in other operating income.

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

6.	Debtors	2019 £	2018 £
		~	~
	Trade debtors	12,929	25,000
	Other debtors Prepayments and accrued income	718 10,989	932 9,197
		24,636	35,129
7.	Cash and cash equivalents	2019 £	2018 £
	Cash at bank and in hand Less: bank overdrafts (Note 8)	1,472	(7,048)
		1,472	(7,048)
8.	Creditors: Amounts falling due within one year		
U .	orealters. Amounts family due within one year	2019 £	2018 £
	Bank overdrafts (Note 7)	-	7,048
	Bank loans (Note 10) Trade creditors	3,300,000 3,350	3,300,000 11,909
	Other creditors	89,909	74,909
	Accruals and deferred income	28,061	6,500
		3,421,320	3,400,366
9.	Creditors: Amounts falling due after more than one year	2019	2018
		£	£
	Loans from group undertakings (note 10)	4,104,602	3,839,368
		4,104,602	3,839,368

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

10.	Loans		
	Analysis of the maturity of loans is given below:		
		2019 £	2018 £
	Amounts falling due within one year Bank loans	3,300,000	3,300,000
		3,300,000	3,300,000
	Amounts falling due 2-5 years Other loans	4,104,602	3,839,368
		4,104,602	3,839,368
		7,404,602	7,139,368

Bank loan from C Hoare & Co is denominated in £ sterling with a nominal interest rate of 5.5%. The carrying amount at the year end is £3,300,000 (2018 - £3,300,000).

The borrowing facility from C Hoare & Co is secured by a legal charge dated 16 November 2012 over the company's investment property known as Roundhill Estate, Charlton Musgrove, Somerset. A guarantee has also been given by an entity under the control of the ultimate controlling parties (refer Note 14) of £3,300,000, excluding interest and costs. The loan facility has no fixed duration but it is repayable on demand. Subsequent to the year end, the loan has been converted into a 2-year term facility.

Artfarm Group Limited, which owns 100% of Roundhill Estate Limited, loaned the company £142,178 (2018 - nil). The applicable interest rate for the year amounted to 1.75%. The loan is unsecured and repayable in 5 years.

In addition, the company received a loan from the ultimate parent undertaking. The applicable interest rate for the year amounted to 1.75%. The loan is unsecured and repayable in 5 years. At the year end, capital and interest payable in respect of this loan was £3,962,424 (2018 - £3,839,368).

11. Financial instruments

	2019 £	2018 £
Financial assets	_	_
Financial assets measured at fair value through profit or loss	1,472	

Financial assets measured at fair value through profit or loss comprises cash at bank and in hand.

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

12.

Share capital		
	2019	2018
Allotted, called up and fully paid	£	£
1 (2018 - 1) Ordinary share of £1.00	1	1

13. Related party transactions

During the year the company received loan advances from one of the ultimate controlling parties (refer Note 14), totalling £15,000 (2018 - £74,909). At the end of the year the amount owed by the company was £89,909 (2018 - £74,909). This loan was unsecured, interest-free and repayable on demand.

During the year the company continued to benefit from loan funding provided by group undertakings. At the balance sheet date, £3,962,424 (2018 - £3,839,368) was owed including interest accruing on the loan. Interest accrued for the year amounted to £68,074 (2018 - £64,398). The loan is repayable over 5 years.

During the year the company received loan advances from Artfarm Group Limited totalling £142.177 (2018 - nil). This includes interest accruing on the loan. Interest accrued for the year amounted to £1,177 (2018 - nil). The loan is repayable over 5 years.

14. **Controlling party**

The smallest group for which consolidated financial statements are prepared is headed by Artfarm Group Limited, a company incorporated in England & Wales. The ultimate controlling parties are I Wirth and M Wirth Hauser.