

**Report of the Directors and
Financial Statements for the Year Ended 31 March 2012
for
RO Ventures Limited**



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for the Year Ended 31 March 2012**

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RO Ventures Limited

**Company Information
for the Year Ended 31 March 2012**

DIRECTORS.

R G S J Rowlandson FCA
S M Youngusband FCA
E T M Rowlandson

SECRETARY.

The Finance & Industrial Trust Limited

REGISTERED OFFICE:

Graham House
7 Wyllyotts Place
Potters Bar
Hertfordshire
EN6 2JD

REGISTERED NUMBER.

00776791 (England and Wales)

AUDITORS.

MHA MacIntyre Hudson
Euro House
1394 High Road
London
N20 9YZ

BANKERS:

HSBC Bank Plc
Lloyds TSB Bank Plc

RO Ventures Limited (Registered number: 00776791)

**Report of the Directors
for the Year Ended 31 March 2012**

The directors present their report with the financial statements of the company for the year ended 31 March 2012

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an intermediate holding company

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2011 to the date of this report

R G S J Rowlandson FCA
S M Younghusband FCA
E T M Rowlandson

The group has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

On 21 November 2011, our auditors adopted the trading name MHA MacIntyre Hudson. The auditors, MHA MacIntyre Hudson, will be proposed for re-appointment at the forthcoming Annual General Meeting.

RO Ventures Limited (Registered number 00776791)

**Report of the Directors
for the Year Ended 31 March 2012**

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'A Teoh', is written over the printed name.

The Finance & Industrial Trust Limited - Secretary

17 August 2012

Report of the Independent Auditors to the Members of RO Ventures Limited

We have audited the financial statements of RO Ventures Limited for the year ended 31 March 2012 on pages five to thirteen. 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 a Report of the Auditors 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 set out on page two, 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 Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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



Brendan Sharkey (Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson
Euro House
1394 High Road
London
N20 9YZ

4th September 2012

RO Ventures Limited (Registered number: 00776791)

**Profit and Loss Account
for the Year Ended 31 March 2012**

	Notes	31 3 12 £	£	31 3 11 £	£
TURNOVER			19,045		19,059
Administrative expenses			98,196		93,299
OPERATING LOSS	2		(79,151)		(74,240)
Income from shares in group undertakings		877,345		160,704	
Interest receivable and similar income		91,283		91,828	
		<u>968,628</u>		<u>252,532</u>	
			889,477		178,292
Amounts written off investments	3		332,471		-
			<u>557,006</u>		178,292
Interest payable and similar charges			60		-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			556,946		178,292
Tax on profit on ordinary activities	4		(64,059)		22,324
PROFIT FOR THE FINANCIAL YEAR			<u>621,005</u>		<u>155,968</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

The notes form part of these financial statements

RO Ventures Limited (Registered number: 00776791)

**Balance Sheet
31 March 2012**

	Notes	31 3 12 £	£	31 3 11 £	£
FIXED ASSETS					
Investments	5		1,358,964		1,679,897
CURRENT ASSETS					
Debtors	6	73,852,654		73,899,178	
CREDITORS					
Amounts falling due within one year	7	<u>57,413,473</u>		<u>58,401,935</u>	
NET CURRENT ASSETS			<u>16,439,181</u>		<u>15,497,243</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u><u>17,798,145</u></u>		<u><u>17,177,140</u></u>
CAPITAL AND RESERVES					
Called up share capital	9		9,190		9,190
Profit and loss account	10		<u>17,788,955</u>		<u>17,167,950</u>
SHAREHOLDERS' FUNDS	15		<u><u>17,798,145</u></u>		<u><u>17,177,140</u></u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

The financial statements were approved by the Board of Directors on 17 August 2012 and were signed on its behalf by



S M Younghusband FCA - Director

**Notes to the Financial Statements
for the Year Ended 31 March 2012**

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention

Consolidation

The company is exempt from the obligations to prepare group accounts as it is itself a subsidiary company and is included in the consolidated accounts of the ultimate holding company, RO Trading Limited. The accounts therefore present information about the company as an individual undertaking and not about its group.

Turnover

Turnover, stated net of VAT and trade discounts, represents dividends and management fees receivable in the UK.

Taxation

Corporation tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Investments

Fixed asset investments are shown at cost less provision for impairment.

2 OPERATING LOSS

The operating loss is stated after charging

	31 3 12	31 3 11
	£	£
Auditors' remuneration	<u>2,000</u>	<u>5,500</u>
Directors' remuneration and other benefits etc	<u>-</u>	<u>-</u>

3 AMOUNTS WRITTEN OFF INVESTMENTS

	31 3 12	31 3 11
	£	£
Amounts written off investment	<u>332,471</u>	<u>-</u>

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

4 TAXATION

Analysis of the tax (credit)/charge

The tax (credit)/charge on the profit on ordinary activities for the year was as follows

	31 3 12 £	31 3 11 £
Current tax		
UK corporation tax	(68,816)	4,924
Prior year adjustment	(10,403)	5,520
Total current tax	(79,219)	10,444
Deferred tax	15,160	11,880
Tax on profit on ordinary activities	<u>(64,059)</u>	<u>22,324</u>

Factors affecting the tax (credit)/charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	31 3 12 £	31 3 11 £
Profit on ordinary activities before tax	<u>556,946</u>	<u>178,292</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2011 - 28%)	144,806	49,922
Effects of		
Partnership losses	(71,954)	-
Disallowable income	(228,110)	(44,998)
Disallowable provisions	86,442	-
Prior year adjustment	(10,403)	5,520
Current tax (credit)/charge	<u>(79,219)</u>	<u>10,444</u>

Factors that may affect future tax charges

Deferred tax

Deferred tax assets provided in the accounts are as follows -

	2012 £	2011 £
Tax losses	<u>139,286</u>	<u>154,446</u>

A deferred tax asset in respect of management expenses has been recognised to the extent that the directors consider further taxable income is assured based on known revenues and risk adjusted forecasts. The deferred tax asset at 31 March 2012 has been calculated at a rate of 24%.

**Notes to the Financial Statements - continued
for the Year Ended 31 March 2012**

5 FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 April 2011	1,679,897
Additions	32,039
Disposals	(43,931)
Impairments	(309,041)
	<hr/>
At 31 March 2012	1,358,964
	<hr/>
NET BOOK VALUE	
At 31 March 2012	1,358,964
	<hr/>
At 31 March 2011	1,679,897
	<hr/>

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

5 FIXED ASSET INVESTMENTS - continued

	Nature of Business	2011/12 £
Brought forward at 1 April		
RO Property Management Limited 500 Ordinary £1 shares fully paid	Estate & Property Managers	500
Allwright London) Limited 6,000 Ordinary £1 shares fully paid	Financial Investment	6,000
Carna Limited 500 Ordinary £1 shares fully paid	Property Development	500
Luton Investco (2) Limited	Property Investment	428,840
Shenley Homes Limited 500 Ordinary £1 shares fully paid	Residential House Building	500
RO Developments Limited 100 Ordinary £1 shares fully paid 50 'A' Ordinary 10p shares fully paid	Development of Commercial Properties	131,638 5
Land & Property Navigation Yard Limited 550 Ordinary £1 shares deferred	Property Investment	550
Dinton Mill 2007 Limited 1 Ordinary £1 share fully paid	Accommodation & Fishing	50
		<hr/> 568,583
Trade investments		
Albert Embankment LLP		
B/fwd 1 April 2011		1,067,384
Additions		32,039
Impairment		(309,042)
		<hr/> 790,381
		<hr/> <hr/> 1,358,964

The company owns 100% of the ordinary share capital of each of the above subsidiary undertakings with the exception of Dinton Mill 2007 Limited, in which it owns 50% of the ordinary share capital respectively

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

6 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 12	31 3 11
	£	£
Amounts owed by group undertakings	53,157,720	54,312,817
Amounts owed by participating interests	20,385,315	19,168,069
Other debtors	58,986	68,941
Tax	98,543	182,229
Deferred tax asset	139,286	154,446
VAT	12,804	12,676
	<u>73,852,654</u>	<u>73,899,178</u>

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 12	31 3 11
	£	£
Bank loans and overdrafts (see note 8)	419,156	18,657
Trade creditors	459,202	390,119
Amounts owed to group undertakings	56,470,629	57,980,558
Other creditors	51,878	-
Accruals and deferred income	12,608	12,601
	<u>57,413,473</u>	<u>58,401,935</u>

8 LOANS

An analysis of the maturity of loans is given below

	31 3 12	31 3 11
	£	£
Amounts falling due within one year or on demand		
Bank overdrafts	<u>419,156</u>	<u>18,657</u>

9 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid			31 3 12	31 3 11
Number	Class	Nominal value	£	£
3,750	Ordinary A shares	£1	3,750	3,750
1,360	Ordinary B shares	£4	5,440	5,440
			<u>9,190</u>	<u>9,190</u>

Other than as to voting, the A and B shares rank pari passu

Notes to the Financial Statements - continued
for the Year Ended 31 March 2012

10 RESERVES

	Profit and loss account £
At 1 April 2011	17,167,950
Profit for the year	621,005
At 31 March 2012	<u>17,788,955</u>

11 CONTINGENT LIABILITIES

The company is party to multi-lateral joint and several guarantees with group undertakings in respect of bank loans and overdrafts. At 31 March 2012 these loans and overdrafts amounted to Nil (2011 £1,230)

12 RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption available under FRS 8 not to disclose transactions between group undertakings

The following transactions, together with balances outstanding at the year-end, occurred with non-group companies under common control and with group companies with less than 100% common shareholding

Company	Transaction Amount paid	Value £	Year-end balance £
2012			
S Graham Rowlandson & Company Limited	Management fee paid	62,500	-
The Finance & Industrial Trust Limited	Company Secretarial	2,550	-
Rowlandson Investments Limited	Interest charges paid	-	20,385,315
RO Developments Limited	Interest charges paid	91,283	-

During the year the company received funding from Rowlandson Investments Limited totalling £(1,217,246) (2011 £4,477,226)

In addition, RO Developments Limited repaid £532,894 and ROSB borrowed £(99,839) respectively ((2011 Repaid £1,304,163 and £48,341) At the year end amounts of £17,222,069 and £11,308,966 (2011 £17,754,963 and £11,209,127) were due to the company by RO Developments Limited and RO St Bernards Limited respectively

Company	Transaction Amount paid	Value £	Year-end balance £
2011			
S Graham Rowlandson & Company Limited	Management fee paid	62,500	-
The Finance & Industrial Trust Limited	Company secretarial	2,550	-
Rowlandson Investments Limited	Interest charges paid	-	19,168,069
RO Developments Limited	Interest charges paid	89,676	-

13 POST BALANCE SHEET EVENTS

There has been no event since the balance sheet date that could materially affect the state of affairs of the company as at 31 March 2012 or that requires disclosure

**Notes to the Financial Statements - continued
for the Year Ended 31 March 2012**

14 ULTIMATE CONTROLLING PARTY

The company's immediate parent is RO Enterprises Limited, a company incorporated in England and Wales
The ultimate parent is RO Trading Limited, a company incorporated in England and Wales

Mr R G StJ Rowlandson, a director of RO Trading Limited and members of his close family, control the company as a result of them owning and controlling the issued share capital of RO Trading Limited

RO Trading Limited is the parent company of the largest and smallest group of which the company is a member for which consolidated accounts are prepared Copies of its group accounts can be obtained from Graham House, 7 Wyllotts Place, Potters Bar, Hertfordshire, EN6 2JD

15 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 3 12	31 3 11
	£	£
Profit for the financial year	621,005	155,968
Net addition to shareholders' funds	621,005	155,968
Opening shareholders' funds	17,177,140	17,021,172
Closing shareholders' funds	17,798,145	17,177,140