

Registered No: 1437656

R&A MERCHANDISING LIMITED

REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2019



R&A Merchandising Limited Registered No: 1437656

The directors submit their Directors' report and financial statement for the year ended 31 December 2019.

DIRECTORS' REPORT

Results

The loss for the year after taxation amounted to £921 (2018 – loss of £913).

Review of the business

The Company's principal activity comprises income arising from the ownership of archive film. No trading was undertaken during the year.

Directors' qualifying third party indemnity provisions

The company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report. Directors' and Officers' liability insurance is maintained by the company for all directors and officers of the company.

Directors and their interests

The directors of the company during the year were:-

I R H Pattinson	
C T Brown	- Resigned 19 September 2019
D C Meacher	- Appointed 19 September 2019
J F Murray	

None of the directors during the year held a beneficial interest in the issued share capital of the company.

Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed above. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

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DIRECTORS' REPORT (continued)

Auditors

Ernst & Young LLP have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

Small companies exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

By order of the board

A handwritten signature in black ink, appearing to be 'J F Murray', written over a horizontal line.

J F Murray CA
Secretary
28 May 2020

R&A Merchandising Limited Registered No. 1437656

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the annual report and financial statements in accordance with applicable laws and regulations (United Kingdom Generally Accepted Accounting Practice).

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 Practices (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those 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 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 proper accounting records which 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF R&A MERCHANDISING LIMITED

Opinion

We have audited the financial statements of R&A Merchandising Limited (the 'company') for the year ended 31 December 2019 which comprise the Statement of income and retained earnings, the Statement of financial position and the related notes 1 to 6, 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 FRS 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 company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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 are 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF R&A MERCHANDISING LIMITED (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to 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 set out on page 4, 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 AUDITOR'S REPORT TO THE MEMBERS OF R&A MERCHANDISING LIMITED (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Ernst & Young LLP
Susan Dawe (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Edinburgh
28 May 2020

R&A Merchandising Limited

STATEMENT OF INCOME AND RETAINED EARNINGS

For the year ended 31 December 2019

	NOTES	2019 £	2018 £
Administrative expenses		<u>(960)</u>	<u>(930)</u>
Operating loss	3	(960)	(930)
Interest receivable		39	17
Loss on ordinary activities before taxation		<u>(921)</u>	<u>(913)</u>
Taxation on loss on ordinary activities	4	<u>-</u>	<u>-</u>
Loss for the financial year		(921)	(913)
Retained earnings at start of the year		<u>119,581</u>	<u>120,494</u>
Retained earnings at the end of the year		<u><u>118,660</u></u>	<u><u>119,581</u></u>

R&A Merchandising Limited

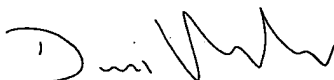
STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

	NOTES	2019 £	2018 £
FIXED ASSETS			
Tangible Fixed Asset	5	<u>100,000</u>	<u>100,000</u>
CURRENT ASSETS			
Cash at Bank		<u>19,690</u>	<u>20,221</u>
		<u>19,690</u>	<u>20,221</u>
CREDITORS: Amounts falling due within one year			
Trade Creditors and Accruals		<u>930</u>	<u>540</u>
		<u>930</u>	<u>540</u>
Net Current Assets		<u>18,760</u>	<u>19,681</u>
Total Assets		<u>118,760</u>	<u>119,681</u>
Represented by:			
CAPITAL AND RESERVES			
Called Up Share Capital	6	100	100
Profit & Loss Account		<u>118,660</u>	<u>119,581</u>
		<u>118,760</u>	<u>119,681</u>

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

D C Meacher



Director

J F Murray



Director

28 May 2020

R&A Merchandising Limited
NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Statement of compliance

R&A Merchandising Limited is a limited liability company registered in England.

The company's financial statements have been prepared in accordance with FRS 102 as it applies to financial statements of the company for the year ended 31 December 2019.

The Company has taken advantage of the exemption allowed by FRS 102 for small companies from preparing a Statement of Cash Flows.

The company has applied FRS 102 as issued in March 2018, which reflects the amendments made as part of the Triennial Review 2017 of the standard. The Triennial Review amendments have had no material impact on the financial statements of the company.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards.

These financial statements have been prepared in accordance with FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements of R&A Merchandising Limited were approved by the Board of Directors on 28 May 2020.

Consolidated Accounts

As the Company and its subsidiary are both small companies, advantage has been taken of the exemption allowed by Section 398 of the Companies Act 2006 from preparing consolidated accounts.

Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate of conversion to sterling.

All differences are taken to the income statement.

Fixed Assets

Fixed assets are carried at cost less impairment.

2. TURNOVER

Turnover comprises the invoice value of sales by the company.

3. OPERATING LOSS

Operating loss is stated after charging:	2019	2018
	£	£
Auditors' remuneration	930	900

R&A Merchandising Limited

NOTES TO THE FINANCIAL STATEMENTS

4. TAX ON LOSS ON ORDINARY ACTIVITIES

	2019 £	2018 £
a) The charge based on the loss for the year comprises:-		
UK Corporation tax	<u>Nil</u>	<u>Nil</u>

b) Factors affecting the tax charge for the year:-

The tax assessed on the loss on ordinary activities for the year is higher (2018 - higher) than the standard rate of corporation tax in the UK. The differences are explained below:

	2019 £	2018 £
Loss on ordinary activities before tax	<u>(921)</u>	<u>(913)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 – 19%)	(175)	(173)
Effect of:		
Unrelieved tax losses carried forward	175	173
Current tax charge for the period	<u>-</u>	<u>-</u>

5. TANGIBLE FIXED ASSET

	2019 £	2018 £
Archive Film:		
Balance at 1 January	100,000	100,000
Impairment	-	-
Balance at 31 December	<u>100,000</u>	<u>100,000</u>

6. SHARE CAPITAL

	2019 £	2018 £
Authorised, allotted, called up and fully paid 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

The whole of the issued share capital of the Company is owned by The Royal and Ancient Golf Club of St. Andrews.