

ARLAFORM LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019



ARLAFORM LIMITED

COMPANY INFORMATION

Directors

Mr R Tang
Mr S Hussain (resigned 17 May 2018)
Ms. S Mohd Ja'afar (appointed 17 May 2018)

Company secretary

Mr R Tang

Registered number

04204327

Registered office

E3 The Premier Centre
Abbey Park
Romsey
Hampshire
SO51 9DG

Independent auditors

MHA MacIntyre Hudson
Chartered Accountants & Statutory Auditors
11 Merus Court
Meridian Business Park
Leicester
LE19 1RJ

Bankers

Barclays Bank PLC
1 Churchill Place
London
E14 5HP

ARLAFORM LIMITED

CONTENTS

	Page
Strategic Report	1
Directors' Report	2 - 4
Independent Auditors' Report	5 - 7
Profit and Loss Account	8
Balance Sheet	9 - 10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 - 22

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2019**

Introduction

The directors present their strategic report on the Company for the year ended 31 March 2019.

Business review

The principal activity of the Company during the year was the provision of property rental and management services to its subsidiary company, Stapleford Park Limited, a hotel operator. There have been no other activities during the year.

It is expected and accepted that the company will make a similar level of loss year on year, as the depreciation charge on tangible fixed assets exceeds the rental income and management charge.

This is to facilitate the needs of the subsidiary and the UK group.

Principal risks and uncertainties

The directors have assessed the principal risk and uncertainty as the continued support of the company's shareholders and investors.

As explained in more detail in note 2.3, the directors have obtained written confirmation that this support will continue for at least 12 months from the approval of the financial statements.

Financial key performance indicators

Given the straight forward nature of the business, as described above, the Company's directors are of the opinion that analysis using key performance indicators, other than those readily available from the Profit and Loss Account, is not necessary for an understanding of the business.

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


.....
Mr R Tang
Director

Date:

7 Dec 2019

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2019**

The directors present their report and the financial statements for the year ended 31 March 2019.

Directors' responsibilities statement

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 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.

Results and dividends

The loss for the year, after taxation, amounted to £181,492 (2018 - loss £214,205).

The directors have not recommended a dividend.

Directors

The directors who served during the year were:

Mr R Tang

Mr S Hussain (resigned 17 May 2018)

Ms. S Mohd Ja'afar (appointed 17 May 2018)

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

Future developments

There are no proposed changes to the Company's activities

Financial instruments

The Company's principal financial instrument is intercompany debt. The main risks arising from the Company's financial instruments are liquidity and credit risks. The Company has clear policies for managing each of these risks as summarised below.

Liquidity risk

The Company aims to mitigate liquidity risk through continued financial support from the group and its owners.

Credit risk

The risk of counterparty's failure to honour its obligations principally relate to the subsidiary. The Company mitigates this risk by close monitoring of the financial position of the subsidiary as well as continued financial support from the group and its investors.

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.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, MHA MacIntyre Hudson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ARLAFORM LIMITED

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

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



.....
Mr R Tang
Director

Date:



E3 The Premier Centre
Abbey Park
Romsey
Hampshire
SO51 9DG

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ARLAFORM LIMITED

Qualified opinion

We have audited the financial statements of Arlaform Limited (the 'Company') for the year ended 31 March 2019, which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity 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).

Except for the effects of the matters described in the basis for qualified opinion paragraph below, in our opinion the financial statements:

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

Included in the debtors shown on the Balance Sheet is an amount of £9,977,565 due from Stapleford Park Limited, a wholly owned subsidiary. The Balance Sheet of Stapleford Park Limited as at 31 March 2019 reports a deficit of shareholders' funds amounting to £11,105,097. In our opinion the Company is unlikely to receive any payment of this debt and a full provision of £9,977,565 should have been made. Accordingly, debtors should be reduced by £9,977,565, the loss for the year should be increased by £9,977,565 and retained earnings should be reduced by £9,977,565.

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 qualified opinion.

Material uncertainty related to going concern

We draw attention to note 2.3 in the financial statements, which indicates that conditions identified may cast significant doubt on the Company's ability to continue as a going concern. As stated in note 2.3, these events or conditions, along with the other matters as set forth in note 2.3, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our 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 ARLAFORM 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have 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 Strategic Report or 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.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 2, 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.

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.

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.



Alan Herbert FCA (Senior Statutory Auditor)

for and on behalf of
MHA MacIntyre Hudson

Chartered Accountants
Statutory Auditors

11 Merus Court
Meridian Business Park
Leicester
LE19 1RJ

Date: 11 Dec 2019

ARLAFORM LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2019**

	Note	2019 £	2018 £
Turnover	4	<u>300,000</u>	<u>300,000</u>
Gross profit		300,000	300,000
Administrative expenses		(521,492)	(554,205)
Other operating income	5	<u>40,000</u>	<u>40,000</u>
Operating loss	6	(181,492)	(214,205)
Loss for the financial year		(181,492)	(214,205)

There were no recognised gains and losses for 2019 or 2018 other than those included in the profit and loss account.

There was no other comprehensive income for 2019 (2018:£NIL).

The notes on pages 12 to 22 form part of these financial statements.

BALANCE SHEET
AS AT 31 MARCH 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	9	18,095,000	18,590,269
Investments	10	1	1
		<u>18,095,001</u>	<u>18,590,270</u>
Current assets			
Debtors	11	9,977,611	8,635,529
Cash at bank and in hand		819	849
		<u>9,978,430</u>	<u>8,636,378</u>
Creditors: amounts falling due within one year	12	(34,258,365)	(33,230,090)
Net current liabilities		<u>(24,279,935)</u>	<u>(24,593,712)</u>
Total assets less current liabilities		<u>(6,184,934)</u>	<u>(6,003,442)</u>
Net liabilities		<u>(6,184,934)</u>	<u>(6,003,442)</u>
Capital and reserves			
Called up share capital	14	1,125	1,125
Share premium account	15	578,875	578,875
Profit and loss account	15	(6,764,934)	(6,583,442)
		<u>(6,184,934)</u>	<u>(6,003,442)</u>

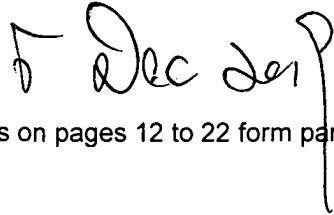
ARLAFORM LIMITED
REGISTERED NUMBER:04204327

BALANCE SHEET (CONTINUED)
AS AT 31 MARCH 2019

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


.....
Mr R Tang
Director

Date:



The notes on pages 12 to 22 form part of these financial statements.

ARLAFORM LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2019**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 April 2018	1,125	578,875	(6,583,442)	(6,003,442)
Comprehensive income for the year				
Loss for the year	-	-	(181,492)	(181,492)
Total comprehensive income for the year	-	-	(181,492)	(181,492)
Total transactions with owners	-	-	-	-
At 31 March 2019	1,125	578,875	(6,764,934)	(6,184,934)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 April 2017	1,125	578,875	(6,369,237)	(5,789,237)
Comprehensive income for the year				
Loss for the year	-	-	(214,205)	(214,205)
Total comprehensive income for the year	-	-	(214,205)	(214,205)
Total transactions with owners	-	-	-	-
At 31 March 2018	1,125	578,875	(6,583,442)	(6,003,442)

The notes on pages 12 to 22 form part of these financial statements.

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

1. General information

The entity is a private company limited by shares which is incorporated in England and Wales, registration number 04204327. The registered office is E3, The Premier Centre, Abbey Park, Romsey, Hampshire, SO51 9DG.

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 Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland' and the Companies Act 2006.

The Company's functional and presentational currency is British Pounds Sterling (£).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Arlacross Limited as at 31 March 2019 and these financial statements may be obtained from E3, The Premier Centre, Abbey Park, Romsey, Hampshire, SO51 9DG.

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

2. Accounting policies (continued)

2.3 Going concern

The directors have adopted the going concern basis in the preparation of these financial statements. The Company reported a loss of £181,492 in the year ended 31 March 2019 and, at that date the Company's total liabilities exceeded its total assets by £6,184,934 and it had net current liabilities of £24,279,935. As a result of losses sustained in the current and previous years, its ability to continue to trade and meet its liabilities is dependent upon the continued support of its group's investors. This in turn impacts on its ability to repay group indebtedness generally and on the resultant viability of the group.

The Company's ability to continue as a going concern is dependent on the ongoing support of the parent company's shareholders and investors. The directors have received written confirmation from the shareholders that it is not their present intention to seek recovery of any amounts due to them by members of the UK group within 12 months of the signing of the Balance Sheet and additional funds will be made available to the UK group to enable them to meet their liabilities as they fall due.

2.4 Turnover

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Operating leases: the Company as lessor

Rentals income from operating leases is credited to the Profit and Loss Account on a straight line basis over the term of the relevant lease.

2.6 Borrowing costs

All borrowing costs are recognised in the Profit and Loss Account in the year in which they are incurred.

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

2. Accounting policies (continued)

2.7 Taxation

Tax is recognised in the Profit and Loss Account, 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.

2.8 Consolidation

Under the provision of section 400 of the Companies Act 2006 the Company is exempt from preparing consolidated accounts and has not done so, therefore these accounts show information about the Company as an individual entity.

2.9 Tangible fixed assets

Tangible fixed assets under the cost model 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.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

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

2. Accounting policies (continued)

2.9 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on the following bases:

Depreciation is provided on the following basis:

Freehold property	- 2% straight line per annum
Plant and machinery	- 15% reducing balance per annum
Motor vehicles	- 25% reducing balance per annum
Fixtures and fittings	- 15% reducing balance per annum
Computer equipment	- 15% reducing balance per annum

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 Profit and Loss Account.

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.11 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.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice. 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.

2.13 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.

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

2. Accounting policies (continued)

2.14 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 transaction price net of transaction costs, 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 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 Profit and Loss Account.

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.

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

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Useful economic lives of tangible fixed assets

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

4. Turnover

The whole of the turnover is attributable to the one principal activity of the Company.

All turnover arose within the United Kingdom.

5. Other operating income

	2019 £	2018 £
Management charges receivable	40,000	40,000
	<u>40,000</u>	<u>40,000</u>

6. Operating loss

The operating loss is stated after charging:

	2019 £	2018 £
Depreciation	521,462	554,175
	<u>521,462</u>	<u>554,175</u>

7. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

ARLAFORM LIMITED

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

8. Taxation

	2019 £	2018 £
Total current tax	-	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2018 - higher than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	(181,492)	(214,205)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(34,483)	(40,699)
Effects of:		
Depreciation for year in excess of capital allowances	28,473	2,071
Unrelieved tax losses	6,010	38,628
Total tax charge for the year	-	-

Factors that may affect future tax charges

The Company has tax losses of £2,874,903 (2018 - £2,843,273) to use against future profits of the Company.

The rate of corporation tax in the UK is expected to decrease to 17% for the year beginning 1 April 2020.

ARLAFORM LIMITED

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

9. Tangible fixed assets

	Freehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation						
At 1 April 2018	18,865,845	602,973	11,167	1,422,033	431,207	21,333,225
Additions	-	9,629	-	12,164	4,400	26,193
At 31 March 2019	<u>18,865,845</u>	<u>612,602</u>	<u>11,167</u>	<u>1,434,197</u>	<u>435,607</u>	<u>21,359,418</u>
Depreciation						
At 1 April 2018	1,654,034	266,783	8,419	665,346	148,374	2,742,956
Charge for the year on owned assets	310,503	51,873	687	115,314	43,085	521,462
At 31 March 2019	<u>1,964,537</u>	<u>318,656</u>	<u>9,106</u>	<u>780,660</u>	<u>191,459</u>	<u>3,264,418</u>
Net book value						
At 31 March 2019	<u>16,901,308</u>	<u>293,946</u>	<u>2,061</u>	<u>653,537</u>	<u>244,148</u>	<u>18,095,000</u>
At 31 March 2018	<u>17,211,811</u>	<u>336,190</u>	<u>2,748</u>	<u>756,687</u>	<u>282,833</u>	<u>18,590,269</u>

Included in freehold property is land at a valuation of £3,340,700 (2018 - £3,340,700) which is not depreciated.

ARLAFORM LIMITED

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

10. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2018	6,056,578
At 31 March 2019	6,056,578
Impairment	
At 1 April 2018	6,056,577
At 31 March 2019	6,056,577
Net book value	
At 31 March 2019	1
At 31 March 2018	1

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Principal activity	Class of shares	Holding
Stapleford Park Limited	Hotel operator	Ordinary shares	100%

11. Debtors

	2019 £	2018 £
Amounts owed by group undertakings	9,977,565	8,635,483
Other debtors	46	46
	9,977,611	8,635,529

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

12. Creditors: Amounts falling due within one year

	2019 £	2018 £
Debenture loans	579,000	579,000
Amounts owed to group undertakings	33,315,523	32,287,248
Other creditors	300,000	300,000
Accruals and deferred income	63,842	63,842
	<u>34,258,365</u>	<u>33,230,090</u>

Other creditors include a shareholder loan of £300,000 (2018 - £300,000) which is unsecured and interest free.

13. Creditors: Capital instruments

Convertible instruments amounting to £579,000 (2018 - £579,000) are included in creditors.

The 'B' loan stock is convertible into 'A' and 'B' ordinary shares of the Company. Conversion is at a rate of 1 ordinary share for £4,632 of loan stock. The loan stock carries a nominal interest rate of 6% per annum, although currently no interest is being charged.

14. Share capital

	2019 £	2018 £
Allotted, called up and fully paid		
1,000 (2018 - 1,000) Ordinary shares of £1.00 each	1,000	1,000
1,250 (2018 - 1,250) 'A' Ordinary shares of £0.10 each	125	125
	<u>1,125</u>	<u>1,125</u>

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

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

15. Reserves

Share premium account

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss account

Includes all current and prior period retained profits and losses. All amounts are distributable.

16. Guarantees

A cross guarantee and debenture exists between Stapleford Park Limited and Arlaform Limited over net bank borrowings. At 31 March 2019 net bank borrowings of Stapleford Park Limited amounted to £2,005,660 (2018 - £2,201,659).

17. Related party transactions

Included in creditors are loans from Innoview Properties Limited, the ultimate parent company, amounting to £28,863,448 (2018 - £27,835,173). The loans are interest free and repayable on demand.

Included in creditors are loans from Arlacross Limited, the parent company, amounting to £5,331,075 (2018 - £5,331,075). The loans are interest free and repayable on demand.

The Company has taken advantage of the exemption under Financial Reporting Standard 102, section 33 from the requirement to disclose transactions with group companies that are wholly owned by members of the group.

18. Controlling party

The immediate parent undertaking of this company is Arlacross Limited, a company registered in England and Wales. Group accounts are prepared by Arlacross Limited, which can be obtained from E3, The Premier Centre, Abbey Park, Romsey, Hampshire, S051 9DG.

Innoview Properties Limited, a company incorporated in the British Virgin Islands, is the company's ultimate parent company. The ultimate controlling party is considered to be the 2009 Aziz Settlement Trust.