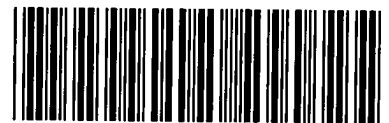


Financial Statements for the Year Ended 31 March 2019

for

Acre Mills (UK) Limited

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COMPANIES HOUSE

Acre Mills (UK) Limited

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for the Year Ended 31 March 2019

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Acre Mills (UK) Limited

Company Information
for the Year Ended 31 March 2019

DIRECTOR: L G Westgarth (Appointed 30/08/2019)

SECRETARY: A Wakes (Appointed 04/10/2019)
R A Cole (Appointed 30/08/2019)
(Resigned 04/10/2019)

REGISTERED OFFICE: PO Box 88
27 Dewsbury Road
Ossett
West Yorkshire
WF5 9WS

REGISTERED NUMBER: 00356992 (England and Wales)

Acre Mills (UK) Limited

Report of the Director
for the Year Ended 31 March 2019

The director presents his report with the financial statements of the company for the year ended 31 March 2019.

Since the disposal of its historic trade the company no longer carries out any significant activities. As the directors intend to wind up the company eventually they have not prepared the financial statements on a going concern basis, further details are provided in note 1

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £4,532,677 (2018 profit : £31,163). No dividends will be distributed for the year ended 31 March 2019 (2018: Nil).

DIRECTOR

The directors who served during the year & to date of this report was:

L G Westgarth (Appointed 30/08/2019)

R J Ottaway (Resigned 30/08/2019)

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 ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so as explained in note 2.6, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The report was approved by the board and signed on its behalf



L G Westgarth - Director
P.O. Box 88
27 Dewsbury Road
Ossett
West Yorkshire
WF5 9WS

Date: 23 December 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF Acre Mills (UK) Limited

Opinion

We have audited the financial statements of Acre Mills (UK) Limited ("the company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 2.

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 UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We draw attention to the disclosure made in note 2.6 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF Acre Mills (UK) Limited

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

John Pass (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Date 23 December 2019

Acre Mills (UK) Limited

Statement of Comprehensive Income
for the Year Ended 31 March 2019

	Note	2019 £	2018 £
Turnover		-	-
Impairment		(4,532,677)	-
Operating loss after charging impairment		(4,532,677)	-
Interest receivable and similar income	4	-	31,163
Loss on ordinary activities before taxation		(4,532,677)	-
Tax on profit on ordinary activities	6	-	-
Loss for the financial year		(4,532,677)	-
Other comprehensive income for the financial year, net of tax		-	-
Total comprehensive (expense)/income for the financial year		(4,532,677)	31,163

The above relates to discontinued operations.

Balance Sheet
31 March 2019

	Notes	2019 £	2018 £
CURRENT ASSETS			
Debtors	7	-	4,532,677
NET CURRENT ASSETS		<u>-</u>	<u>4,532,677</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>-</u>	<u>4,532,677</u>
CAPITAL AND RESERVES			
Called up share capital	8	4,400,000	4,400,000
Retained earnings	9	<u>(4,400,000)</u>	<u>-</u>
SHAREHOLDERS' FUNDS		<u>-</u>	<u>4,532,677</u>

The financial statements were approved by the director on 23 December 2019 and were signed by:



.....
L G Westgarth - Director

Acre Mills (UK) Limited

Statement of Changes in Equity
for the Year Ended 31 March 2019

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 April 2017	4,400,000	101,514	4,501,514
Changes in equity			
Total comprehensive income	-	31,163	31,163
Balance at 31 March 2018	4,400,000	132,677	4,532,677
Changes in equity			
Total comprehensive income	-	(4,532,677)	(4,532,677)
Balance at 31 March 2019	4,400,000	(4,400,000)	-

The notes on pages 9 to 13 form part of these financial statements

1. COMPANY INFORMATION

Acre Mills (UK) Limited is a private company limited by shares and registered in EnglandWales. Registered number 00356992. Its registered office is located at PO Box 88 27 Dewsbury Road, Ossett, West Yorkshire, WF5 9WS.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with applicable accounting standards and in accordance with Financial Reporting Standard 101 – 'The Reduced Disclosure Framework' (FRS 101). The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have all been applied consistently throughout the year unless otherwise stated.

2.2 Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- 1) A statement of cash flows and related notes
- 2) Non-current asset held for sale and discontinued operation net cash flow disclosure
- 3) The requirement to produce a balance sheet at the beginning of the earliest comparative period
- 4) The requirements of IAS 24 related party disclosures to disclose related party transactions entered in to between two or more members of the group as they are wholly owned within the group
- 5) Disclosure of key management personnel compensation
- 6) Capital management disclosures
- 7) Presentation of comparative reconciliation of the number of shares outstanding at the beginning and at the end of the period
- 8) The effect of future accounting standards not adopted
- 9) Disclosures in relation to impairment of assets
- 10) Disclosures in respect of financial instruments (other than disclosures required as a result of recording financial instruments at fair value)

As the consolidated financial statements of Carclo PLC include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- 1) IFRS 2 Share Based Payments in respect of group settled share based payments
- 2) Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- 3) Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations;
- 4) Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company; and
- 5) Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

2.3 Parent Company

The Company is a wholly owned subsidiary of Carclo PLC which prepares publicly available consolidated financial statements in accordance with FRS 101. This Company is included in the consolidated financial statements of Carclo PLC for the year ended 31 March 2019.

2.4 Financial instruments – intercompany balances

Amounts due to group companies are initially recognised at fair value being the present value of future interest and capital payments discounted at the market rate of interest for a similar financial liability.

2.5 Taxation

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method.

Calculation of deferred tax is based on tax rates and laws that have been enacted or substantively enacted by the end of the reporting period that are expected to apply when the asset is realised or the liability is settled.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the entity expects to recover the related asset or settle the related obligation. Certain of the Company's investment property portfolio is to be recovered through sale whereas investment property occupied by group companies is expected to be recovered through use.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax assets are not discounted. Deferred tax liabilities are not discounted.

2.6 Going concern

The directors intend to wind up the Company eventually but not commenced as yet. Accordingly the directors have not prepared the financial statements on a going concern basis.

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 March 2019 nor for the year ended 31 March 2018.

The average monthly number of employees during the year including the director was 1 (2018: 1).

	2019 £	2018 £
Director's remuneration	-	-

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2019 £	2018 £
Interest receivable	-	31,163

5. AUDITOR'S REMUNERATION

The audit and tax advisory fees for the company have been borne by another group company in the Carclo PLC group.

6. TAXATION

Analysis of tax expense

	2019 £	2018 £
Current tax: Tax	-	-
Total tax expense in income statement	-	-

Factors affecting the tax expense

The tax assessed for the year is Nil (2018: nil). The difference is explained below:

	2019 £	2018 £
Profit on ordinary activities before income tax	(4,532,677)	31,163
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	(861,209)	5,921
Effects of: Expenses not deductible	861,209	(5,921)
Tax expense	-	-

Notes to the Financial Statements
for the Year Ended 31 March 2019

7. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2019 £	2018 £
Amounts owed by group undertakings	<u>-</u>	<u>4,532,677</u>

Amounts owed to group undertakings are unsecured, non-interest bearing and repayable on demand.

Amounts owed to group undertakings have been fully impaired.

8. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2019 £	2018 £
4,400,000	Ordinary	£1	<u>4,400,000</u>	<u>4,400,000</u>

9. **RESERVES**

Called-up share capital – represents the nominal value of shares that have been issued.

Profit and loss account – includes all current and prior period retained profits and losses.

10. **ULTIMATE PARENT COMPANY**

The parent company and ultimate controlling party of the group of undertakings for which group accounts are drawn up and of which the company is a member is Carclo PLC. Copies of Carclo PLC's accounts can be obtained from Springstone House, 27 Dewsbury Road, Ossett, WF5 9WS.