Financial Statements
Grove Acquisitions Limited

For the year ended 31 March 2016

Arora GROUP

Registered number: 08123071

Company Information

Directors	Surinder Arora Carlton Brown Guy Morris Athos Yiannis
Company secretary	Athos Yiannis
Registered number	08123071
Registered office	World Business Centre 2 Newall Road Hounslow Middlesex TW6 2SF
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor The Explorer Building Fleming Way Crawley RH10 9GT

Contents

Strategic report
For the year ended 31 March 2016

Introduction

Grove Acquisitions Limited ,"the company", is one of the companies that forms part of the Arora Group, a successful UK-focused private group of companies, which leverages synergies across its specialist property, construction and hotel divisions to its strategic advantage. Since 1999, the Group has built its standing through meticulously managing projects from inception to delivery and beyond. Today, it owns and manages a diverse portfolio of flagship assets across the nation's key business locations, partnering with some of the world's most recognised brands to deliver consistently high service levels and sustainable growth.

The group strategy is to deliver portfolio diversification, growth in asset value and profitability. Our strategy for delivering these objectives are:

- Delivering sound long-term value to our stakeholders
- Continuing to expand, develop and consolidate a diversified property asset portfolio in targeted UK locations
- Sustaining our reputation for quality, integrity and social responsibility

More information about the group can be found on www.thearoragroup.com.

Review of business

The profit for the year, after taxation, amounted to £29,978 (2015: £32,240).

In the year ended 31 March 2016, the company continued to act as a holding company of its subsidiaries whilst continuing to provide ongoing management services to the group.

Principal risks and uncertainties

The main financial risks arising from the company's activities are credit risk, interest rate risk and liquidity risk. These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

The company's policy in respect of credit risk, is to require appropriate credit checks on potential customers before sales are made.

The company's policy in respect of interest rate risk and liquidity risk is to maintain a mixture of medium and short term debt finance and readily accessible bank deposit accounts to ensure the company has sufficient funds for operations.

Strategic report (continued)
For the year ended 31 March 2016

Going concern

The financial statements have been prepared on the going concern basis which the directors consider to be appropriate for the reasons set out below.

The company has prepared cash flow projections for a period of 12 months from the date the accounts were signed which show that the company will continue to trade for the foreseeable future. On this basis, the directors consider that it is appropriate to prepare the company's financial statements on a going concern basis.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £131,422,810 (2015: £130,747,324) which the directors believe to be appropriate for the following reason. The company is reliant for its working capital on funds provided to it by Arora Holdings Limited, which has provided the company with an undertaking that it will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

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

Carlton Brown
Director
Date: 13 October 2016

Directors' report

For the year ended 31 March 2016

The directors present their report and the financial statements for the year ended 31 March 2016.

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 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; and
- 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.

Principal activities

The principal activity of the company in the year under review was that of a holding company.

Results and dividends

The profit for the year, after taxation, amounted to £29,978 (2015 - £32,240).

Directors

The directors who served during the year were:

Surinder Arora
Carlton Brown
Guy Morris
Athos Yiannis

Directors' report

For the year ended 31 March 2016

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that 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 auditor is aware of that information.

Post balance sheet events

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

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

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

Carlton Brown
Director
Date: 13 October 2016

Grant Thornton

Independent auditor's report to the shareholders of Grove Acquisitions Limited

We have audited the financial statements of Grove Acquisitions Limited for the year ended 31 March 2016, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' responsibilities statement on page 3, 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 Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2016 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 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 directors' report has been prepared in accordance with applicable legal requirements.

Grant Thornton

Independent auditor's report to the shareholders of Grove Acquisitions Limited

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 from the requirement in preparing the Directors' report.

Grant Thornton UK LLP

Eleanor Walsh (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Chartered Accountants
Statutory Auditor
Gatwick

13 October 2016

Statement of comprehensive income

For the year ended 31 March 2016

	Note	2016 £	2015 £
Administrative expenses		**(1,162,340)**	(1,109,190)
Other operating income	4	**1,200,000**	1,150,000
Operating profit	6	**37,660**	40,810
Profit before tax		**37,660**	40,810
Tax on profit	7	**(7,682)**	(8,570)
Profit for the year		**29,978**	32,240
Other comprehensive income for the year		**-**	-
Total comprehensive income for the year		**29,978**	32,240

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

The notes on pages 10 to 18 form part of these financial statements.

Grove Acquisitions Limited
Registered number:08123071

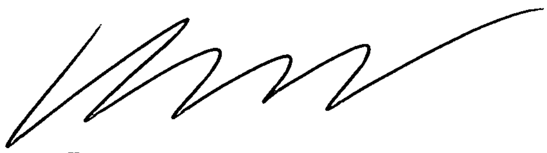
Statement of financial position

As at 31 March 2016

	Note		2016 £		2015 £
Fixed assets					
Investments	8		**131,669,564**		130,964,100
			131,669,564		130,964,100
Current assets					
Debtors: amounts falling due within one year	9	**5,075,212**		2,941,201	
Cash at bank and in hand	10	**56,490**		339,169	
		5,131,702		3,280,370	
Creditors: amounts falling due within one year	11	**(136,554,512)**		(134,027,694)	
Net current liabilities			**(131,422,810)**		(130,747,324)
Total assets less current liabilities			**246,754**		216,776
Net assets			**246,754**		216,776
Capital and reserves					
Called up share capital	13		**100**		100
Profit and loss account	14		**246,654**		216,676
Shareholders' funds			**246,754**		216,776

The company's financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

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



Carlton Brown
Director
Date: 13 October 2016

The notes on pages 10 to 18 form part of these financial statements.

Statement of changes in equity
For the year ended 31 March 2016

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 April 2015	100	216,676	216,776
Comprehensive income for the year			
Profit for the year	-	29,978	29,978
Total comprehensive income for the year	-	29,978	29,978
At 31 March 2016	100	246,654	246,754

Statement of changes in equity
For the year ended 31 March 2015

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 April 2014	100	184,436	184,536
Comprehensive income for the year			
Profit for the year	-	32,240	32,240
Total comprehensive income for the year	-	32,240	32,240
At 31 March 2015	100	216,676	216,776

The notes on pages 10 to 18 form part of these financial statements.

Notes to the financial statements
For the year ended 31 March 2016

1. Company information

Grove Acquisitions Limited is a company incorporated in the United Kingdom and the address of its registered office is below;

World Business Centre 2
Newall Road, Hounslow
Middlesex
TW6 2SF

The principal activity of the company during the year under review was that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 18.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

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 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 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

Notes to the financial statements
For the year ended 31 March 2016

2. Accounting policies (continued)

2.3 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for thecurrent or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred taxation is recognised in respect of all timing differences at the reporting date, except asotherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset above have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where:
- the group is able to control the reversal of the timing difference; and
- it is probable that the timing difference will no reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recogriised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transactions that resulted in the tax expense (income).

Deferred tax liabilities are presented within provision for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:
- the group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 Pensions

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Notes to the financial statements
For the year ended 31 March 2016

2. Accounting policies (continued)

2.5 Going concern

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £131,422,810 (2015: £130,747,324) which the directors believe to be appropriate for the following reason. The company is reliant for its working capital on funds provided to it by Arora Holdings Limited, which has provided the company with an undertaking that it will, for at least 12 months from the date of approval of these financial statements, continue to make available such funds as are needed by the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

2.6 Investments

Investments are stated at cost less any provision for impairment.

2.7 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.

2.8 Cash and cash equivalents

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

Notes to the financial statements
For the year ended 31 March 2016

2. Accounting policies (continued)

2.9 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, 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 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 Income statement.

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, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.10 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.

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

There are no material judgments or estimates in preparation of these financial statements.

Notes to the financial statements

For the year ended 31 March 2016

4. Other operating income

	2016	2015
	£	£
Management fees receivable	**1,200,000**	1,150,000

Other operating income relates to management fees receivable from its subsidiaries.

5. Employees

Staff costs were as follows:

	2016	2015
	£	£
Wages and salaries	**789,632**	800,107
Social security costs	**96,739**	97,183
Other pension costs	**122,608**	47,431
	1,008,979	944,721

The average monthly number of employees, including the directors, during the year was as follows:

	2016	2015
	No.	No.
Management	**9**	9

6. Operating profit

The operating profit is stated after charging:

	2016	2015
	£	£
Pension scheme contribution	**122,608**	47,431
Directors' emoluments	**785,917**	694,000

There were four directors in the groups defined contribution pension scheme (2015: four) during the year.

The total amount payable to the highest paid director in respect of emoluments was £240,000 (2015: £239,500).

Company pension contributions of £97,440 (2015: £22,950) were made to a pension scheme on their behalf.

Auditors' remuneration in respect of audit fees has been borne by Arora Holdings Limited the company's parent.

Notes to the financial statements
For the year ended 31 March 2016

7. Taxation

	2016 £	2015 £
Corporation tax		
Current tax on profits for the year	7,682	8,570
Taxation on profit on ordinary activities	7,682	8,570

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2015 - the same as) the standard rate of corporation tax in the UK of 20% (2015 - 21%). The differences are explained below:

	2016 £	2015 £
Profit on ordinary activities before tax	37,660	40,810
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 21%)	7,532	8,570
Effects of:		
Expenses not deductible for tax purposes	150	-
Total tax charge for the year	7,682	8,570

8. Fixed asset investments

	Unlisted Investments £
Cost or valuation	
At 1 April 2015	130,964,100
Additions	705,464
At 31 March 2016	131,669,564
Net book value	
At 31 March 2016	131,669,564
At 31 March 2015	130,964,100

Notes to the financial statements
For the year ended 31 March 2016

8. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Class
London Arena Investments Limited	England	Investment Company	66.67 %	Ordinary
AMSL Investments Limited	Jersey	Holding Company	100 %	Ordinary
Grove Heathrow Limited	Jersey	Holding Company	100 %	Ordinary
Excel Hotel Management Limited	England	Management Company	100 %	Ordinary
Grove Apartments Limited	England	Property Investment Company	100 %	Ordinary
Arora T5 Investments Limited	England	Dormant	100 %	Ordinary
Sandor Care Limited	England	Consultancy Services	100 %	Ordinary

9. Debtors

	2016	2015
	£	£
Amounts owed by group undertakings	**5,075,212**	2,941,201

Amounts owed by group undertakings and amounts due to related parties are repayable on demand at the option of both the lender and borrower. Whilst the interest rate applicable to these loans are below market terms, the loans are carried at the amount receivable as in the view of the directors, the company could receive the amount outstanding within twelve months of the balance sheet date.

10. Cash and cash equivalents

	2016	2015
	£	£
Cash at bank and in hand	**56,490**	339,169

Notes to the financial statements

For the year ended 31 March 2016

11. Creditors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	**136,458,246**	133,820,146
Corporation tax	**7,682**	8,570
Taxation and social security	**87,381**	192,626
Other creditors	**1,203**	6,352
	136,554,512	134,027,694

Amounts owed to group undertakings and amounts due to related parties are repayable on demand at the option of both the lender and borrower. Amounts owed to group are therefore carried at the amount payable by the company.

12. Financial instruments

	2016 £	2015 £
Financial assets		
Financial assets measured at fair value through profit or loss	**56,490**	339,169
Financial assets that are debt instruments measured at amortised cost	**5,075,212**	2,941,201
	5,131,702	3,280,370
Financial liabilities		
Financial liabilities measured at amortised cost	**(136,459,449)**	(133,826,498)
	(136,459,449)	(133,826,498)

Financial assets measured at fair value through profit or loss consists of:

Cash at bank and in hand	**56,490**	339,169

Financial assets that are debt instruments measured at amortised cost consists of:

Amounts owed by related parties	**5,075,212**	2,941,201
	5,075,212	2,941,201

Financial liabilities measured at amortised cost consists of:

Amounts owed to group undertakings	**136,458,246**	133,820,146
Other creditors	**1,203**	6,352
	136,459,449	133,826,498

13. Share capital

	2016	2015
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	**100**	100

14. Reserves

Profit and loss account

Includes all current and prior period retained profit and losses.

15. Related party disclosures

The company is a wholly owned subsidiary of Arora Family Trust No. 2 and utilises the exemption contained in Financial Reporting Standards 102 'Related Party Disclosures' not to disclose any transactions with wholly owned entities that are part of the group.

16. Post balance sheet events

In the week commencing 15th August 2016, the company acquired 49.8% of other shareholders interests in Meridian Group Investments S.A.R.L. London Arena Investments Limited, a 66.7% owned subsidiary of the company, owns the remaining interest of Meridian Group Investments S.A.R.L.

17. Ultimate controlling party

The immediate parent of Grove Acquisitions Limited is Arora Holdings Limited, a company registered in in the United Kingdom, and the parent of the smallest group for which group accounts are drawn up and of which the company is a member.

The ultimate parent of Grove Acquisitions Limited is Arora Family Trust No.2, a regulated trust registered in Jersey.

The ultimate controlling entity of Grove Acquisitions Limited is Capita Trustee Services Limited, a regulated trust company administered in Jersey.

18. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.