

**Report of the Directors and  
Financial Statements for the Period 1 October 2012 to 31 March 2014  
for  
Grove Acquisitions Limited**



# **Grove Acquisitions Limited (Registered number: 08123071)**

## **Contents of the Financial Statements for the Period 1 October 2012 to 31 March 2014**

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# Grove Acquisitions Limited

Company Information  
for the Period 1 October 2012 to 31 March 2014

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**DIRECTORS:**

Subash Arora  
Surinder Arora  
Carlton Brown  
Guy Morris  
Athos Yiannis

**SECRETARY:**

Athos Yiannis

**REGISTERED OFFICE:**

World Business Centre 2  
Newall Road  
Hounslow  
Middlesex  
TW6 2SF

**REGISTERED NUMBER:**

08123071

**AUDITORS:**

BDO LLP  
Chartered Accountants  
and Registered Auditors  
55 Baker Street  
London  
United Kingdom  
W1U 7EU

# **Grove Acquisitions Limited (Registered number: 08123071)**

## **Report of the Directors for the Period 1 October 2012 to 31 March 2014**

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The directors present their report with the financial statements of the company for the period 1 October 2012 to 31 March 2014.

### **PRINCIPAL ACTIVITY**

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

### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 October 2012 to the date of this report.

Subash Arora  
Surinder Arora  
Carlton Brown  
Guy Morris  
Athos Yiannis

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he 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**

The auditors, BDO LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

# Grove Acquisitions Limited (Registered number: 08123071)

## Report of the Directors for the Period 1 October 2012 to 31 March 2014

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

ON BEHALF OF THE BOARD:



.....  
Athos Yiannis - Director

Date: 19/12/14 .....

**Report of the Independent Auditors to the Members of  
Grove Acquisitions Limited**

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We have audited the financial statements of Grove Acquisitions Limited for the period 1 October 2012 to 31 March 2014 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB'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](http://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 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.


**Opinion on other matter prescribed by the Companies Act 2006**

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

**Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



David Campbell (Senior Statutory Auditor)  
for and on behalf of BDO LLP  
Chartered Accountants  
and Registered Auditors  
London

Date: 19/12/14 .....

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC 305127)

# Grove Acquisitions Limited (Registered number: 08123071)

## Profit and Loss Account for the Period 1 October 2012 to 31 March 2014

	Notes	Period 1.10.12 to 31.3.14 £	Period 28.6.12 to 30.9.12 £
<b>TURNOVER</b>		-	-
Administrative expenses		<u>1,080,564</u>	<u>-</u>
		(1,080,564)	-
Other operating income	2	<u>1,265,000</u>	<u>-</u>
<b>OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	4	184,436	-
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
<b>PROFIT FOR THE FINANCIAL PERIOD</b>		<u><u>184,436</u></u>	<u><u>-</u></u>

### CONTINUING OPERATIONS

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

### TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current period.

# Grove Acquisitions Limited (Registered number: 08123071)

## Balance Sheet 31 March 2014

		2014	2012
	Notes	£	£
<b>FIXED ASSETS</b>			
Investments	6	112,589,639	-
<b>CURRENT ASSETS</b>			
Debtors	7	5,567	100
Cash at bank		<u>10,448</u>	<u>-</u>
		16,015	100
<b>CREDITORS</b>			
Amounts falling due within one year	8	<u>112,421,118</u>	<u>-</u>
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<u>(112,405,103)</u>	<u>100</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u><u>184,536</u></u>	<u><u>100</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	100	100
Profit and loss account	11	<u>184,436</u>	<u>-</u>
<b>SHAREHOLDERS' FUNDS</b>	14	<u><u>184,536</u></u>	<u><u>100</u></u>

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

The financial statements were approved by the Board of Directors on 19/12/14 and were signed on its behalf by:

  
 Athos Yiannis - Director



# Grove Acquisitions Limited (Registered number: 08123071)

## Notes to the Financial Statements for the Period 1 October 2012 to 31 March 2014

### 1. ACCOUNTING POLICIES

#### Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable United Kingdom Accounting Standards.

The financial statements contain information about Grove Acquisition Limited as an individual company. The company has taken advantage of the exemption referred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it, and its subsidiary undertakings are included in the consolidated financial statements of Grove Holdings (UK) Limited.

The following principal accounting policies have been applied:

#### Financial reporting standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

#### Deferred tax

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes.

Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse. Deferred tax balances are not discounted.

#### Pension costs and other post-retirement benefits

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.

#### Investments

Investments are stated at cost less any provision for impairment.

### 2. OTHER OPERATING INCOME

	Period 1.10.12 to 31.3.14 £	Period 28.6.12 to 30.9.12 £
Management fees receivable	<u>1,265,000</u>	<u>-</u>

Other operating income relates to management fees receivable from its intermediary subsidiary.

### 3. STAFF COSTS

	Period 1.10.12 to 31.3.14 £	Period 28.6.12 to 30.9.12 £
Wages and salaries	775,800	-
Social security costs	95,514	-
Other pension costs	<u>45,357</u>	<u>-</u>
	<u>916,671</u>	<u>-</u>

# Grove Acquisitions Limited (Registered number: 08123071)

## Notes to the Financial Statements - continued for the Period 1 October 2012 to 31 March 2014

### 3. STAFF COSTS - continued

The average monthly number of employees during the period was as follows:

	Period 1.10.12 to 31.3.14	Period 28.6.12 to 30.9.12
Management	<u>9</u>	<u>-</u>

### 4. OPERATING PROFIT

The operating profit is stated after charging:

	Period 1.10.12 to 31.3.14 £	Period 28.6.12 to 30.9.12 £
Directors' Emoluments	692,969	-
Pension Scheme Contribution	<u>45,357</u>	<u>-</u>

There were 4 directors in the groups defined contribution pension scheme (2013: nil) during the year.

The total amount payable to the highest paid director in respect of emoluments was £235,711 (2013: Nil).

Company pension contributions of £22,950 (2013: nil) were made to a pension scheme on their behalf.

Auditor's remuneration in respect of audit fees has been borne by Grove Holdings (UK) Limited, the company's parent.

### 5. TAXATION

#### Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the period ended 31 March 2014 nor for the period ended 30 September 2012.

# Grove Acquisitions Limited (Registered number: 08123071)

## Notes to the Financial Statements - continued for the Period 1 October 2012 to 31 March 2014

### 5. TAXATION - continued

#### Factors affecting the tax charge

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

	Period 1.10.12 to 31.3.14 £
Profit on ordinary activities before tax	<u>184,436</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.333%	43,034
Effects of: Group relief surrendered/(claimed)	<u>(43,034)</u>
Current tax charge	<u>-</u>

### 6. FIXED ASSET INVESTMENTS

	Unlisted investments £
<b>COST</b>	
Additions	<u>112,589,639</u>
At 31 March 2014	<u>112,589,639</u>
<b>NET BOOK VALUE</b>	
At 31 March 2014	<u>112,589,639</u>

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

During the year, the company incorporated a new subsidiary, London Arena Investments Limited, subscribing to £9,069,025 ordinary shares.

During the year, the company acquired the share capital of AMSL Investments Limited for £50,110,644 from Arora Management Services Limited, a related party.

During the year, the company acquired the share capital of Grove Heathrow Limited for £53,409,970 from Arora Holdings Limited, a related party.

# Grove Acquisitions Limited (Registered number: 08123071)

## Notes to the Financial Statements - continued for the Period 1 October 2012 to 31 March 2014

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

	2014	2012
	£	£
Amounts owed by group undertakings	<u>5,567</u>	<u>100</u>

### 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014	2012
	£	£
Amounts owed to group undertakings	112,367,286	-
Taxation and social security	44,076	-
Other creditors	<u>9,756</u>	<u>-</u>
	<u><u>112,421,118</u></u>	<u><u>-</u></u>

### 9. LOANS

An analysis of the maturity of loans is given below:

	2014	2012
	£	£
Amounts falling due within one year or on demand:		
Related party loans	<u>3,306</u>	<u>-</u>

### 10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2014	2012
			£	£
100	Ordinary	£1	<u>100</u>	<u>100</u>

### 11. RESERVES

	Profit and loss account £
Profit for the period	<u>184,436</u>
At 31 March 2014	<u><u>184,436</u></u>

### 12. RELATED PARTY DISCLOSURES

The company is a wholly-owned subsidiary of Arora Family Trust No. 2 and utilises the exemption contained in Financial Reporting Standard 8 'Related Party Disclosures' not to disclose any transactions with wholly-owned entities that are part of the group.

Included within other creditors are amounts owed to Arora Holdings Limited and its subsidiaries of £3,306 (2013: Nil)

# Grove Acquisitions Limited (Registered number: 08123071)

## Notes to the Financial Statements - continued for the Period 1 October 2012 to 31 March 2014

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### 13. ULTIMATE CONTROLLING PARTY

The immediate parent of Grove Acquisitions Limited is Grove Holdings (UK) Limited, a company registered 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 company of Grove Acquisitions Limited is Arora Family Trust No.2, a regulated trust registered in Jersey, and the parent of the largest group for which group accounts are drawn up and of which the company is a member.

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

### 14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2014	2012
	£	£
Profit for the financial period	184,436	-
New share capital subscribed	-	100
<b>Net addition to shareholders' funds</b>	<b>184,436</b>	<b>100</b>
Opening shareholders' funds	100	-
<b>Closing shareholders' funds</b>	<b>184,536</b>	<b>100</b>