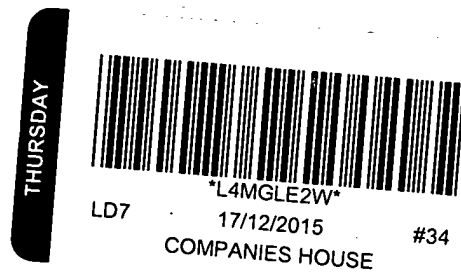


Company Registration No. 08219353 (England and Wales)

**GIANFAR LIMITED**  
**ANNUAL REPORT**  
**FOR THE YEAR ENDED 31 MARCH 2015**



# GIANFAR LIMITED

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# GIANFAR LIMITED

## STRATEGIC REPORT

**FOR THE YEAR ENDED 31 MARCH 2015**

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The directors present the strategic report and financial statements for the year ended 31 March 2015.

The principal activity of the Company was that of provision of meeting rooms, offices and private members club.

**Principal risks and uncertainties:**

The Group operates in the leisure and serviced office sector within the UK and as such faces the same risks as other similar businesses, primarily economic welfare, the availability of disposable income and competing interests for the leisure pound.

The main risks arising from the Company's financial instruments are interest rate risk, liquidity risk and credit risk. The financial risk management objectives and group policies for each of these risks are described in more detail below.

**Interest rate risk**

The Group has borrowings at a fixed rate of interest which mitigates any risk from changes in the economy which may impact interest rates. The position is kept under regular review by the Board.

**Liquidity risk**

Liquidity risk is managed centrally. The current loan facilities have been agreed at appropriate levels given the Group's forecasted operating cash flows, loan repayments, expected future capital expenditure and trading income over the course of the foreseeable future.

**Credit risk**

Due to the nature of the Group's income streams, the exposure to credit risk is considered minimal. Deposits are taken for the serviced offices and membership payments for the club are processed by direct debit. There are established credit procedures and collection policies in place which are reviewed and monitored centrally.

**Development and Performance:**

The directors consider the results for the period to be satisfactory.

In August 2014 the landlord terminated the lease as a result of the property being sold. The Company ceased to operate the meeting rooms, offices and private member's club at this time. The private member's club was also closed and all relevant contracts terminated.

On behalf of the board



P C O'Driscoll

**Director**

4 December 2015

# GIANFAR LIMITED

## DIRECTORS' REPORT

**FOR THE YEAR ENDED 31 MARCH 2015**

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The directors present their report and financial statements for the year ended 31 March 2015.

### Results and dividends

The results for the year are set out on page 5.

### Directors

The following directors have held office since 1 April 2014:

S A J Nahum  
P C O'Driscoll

### Auditors

The auditors, Gerald Edelman, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

### Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 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;
- 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 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 of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



P C O'Driscoll  
Director

4 December 2015

# **GIANFAR LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GIANFAR LIMITED**

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We have audited the financial statements of Gianfar Limited for the year ended 31 March 2015 set out on pages 5 to 14. 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 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.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out 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. 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 Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **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 2015 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.

### **Emphasis of matter - going concern**

In forming our opinion, we have considered the adequacy of the disclosures made in note 1.1 of the financial statements concerning the future of the company. In view of the fact that the preparation of the financial statements on the going concern basis assumes the company continues to operate the site and receives financial support from the parent company, we consider that attention should be drawn to these disclosures but our opinion is not qualified in this respect.

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

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

# **GIANFAR LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF GIANFAR LIMITED**

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### **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.



**Stephen Coleman ACA (Senior Statutory Auditor)**  
for and on behalf of Gerald Edelman

4 December 2015

**Chartered Accountants**  
**Statutory Auditor**

73 Cornhill  
London  
EC3V 3QQ

# GIANFAR LIMITED

## PROFIT AND LOSS ACCOUNT

**FOR THE YEAR ENDED 31 MARCH 2015**

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	Notes	2015 £	2014 £
Turnover	2	712,514	1,982,622
Cost of sales		(153,428)	(218,596)
<b>Gross profit</b>		<b>559,086</b>	<b>1,764,026</b>
Administrative expenses		(673,027)	(5,899,096)
Inter company loan written back		5,100,000	-
<b>Operating profit/(loss)</b>	<b>3</b>	<b>4,986,059</b>	<b>(4,135,070)</b>
Interest payable and similar charges	4	(142,902)	(318,483)
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>4,843,157</b>	<b>(4,453,553)</b>
Tax on profit/(loss) on ordinary activities	5	-	-
<b>Profit/(loss) for the year</b>	<b>13</b>	<b>4,843,157</b>	<b>(4,453,553)</b>

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The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

# GIANFAR LIMITED

## BALANCE SHEET

AS AT 31 MARCH 2015

	Notes	2015 £	£	2014 £	£
<b>Fixed assets</b>					
Intangible assets	6	-	-	2	
Tangible assets	7	-	-	49,907	
			-	49,909	
<b>Current assets</b>					
Stocks	8	-	-	13,955	
Debtors	9	724,393	-	591,490	
Cash at bank and in hand		2,652	-	142,387	
		727,045	-	747,832	
<b>Creditors: amounts falling due within one year</b>	10	(20,767)	-	(831,181)	
<b>Net current assets/(liabilities)</b>		706,278	-	(83,349)	
<b>Total assets less current liabilities</b>		706,278	-	(33,440)	
<b>Creditors: amounts falling due after more than one year</b>	11	(764,804)	-	(4,868,245)	
		(58,526)	-	(4,901,685)	
<b>Capital and reserves</b>					
Called up share capital	12	1	-	1	
Profit and loss account	13	(58,527)	-	(4,901,686)	
<b>Shareholders' funds</b>	14	(58,526)	-	(4,901,685)	

Approved by the Board and authorised for issue on 4 December 2015



P C O'Driscoll  
Director

Company Registration No. 08219353



# GIANFAR LIMITED

## CASH FLOW STATEMENT

**FOR THE YEAR ENDED 31 MARCH 2015**

	£	2015 £	£	2014 £
<b>Net cash inflow/(outflow) from operating activities</b>		3,963,703		(696,143)
<b>Capital expenditure</b>				
Payments to acquire tangible assets	-		(37,481)	
<b>Net cash outflow for capital expenditure</b>		-		(37,481)
<b>Net cash inflow/(outflow) before management of liquid resources and financing</b>		3,963,703		(733,624)
<b>Financing</b>				
Other new long term loans	-		318,483	
Repayment of other long term loans	(4,103,438)		-	
<b>Net cash (outflow)/inflow from financing</b>		(4,103,438)		318,483
<b>Decrease in cash in the year</b>		(139,735)		(415,141)

# GIANFAR LIMITED

## NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

<b>1 Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Operating profit/(loss)	4,986,059	(4,135,070)
Depreciation of tangible assets	49,907	11,221
Amortisation of intangible assets	-	4,162,499
Decrease/(increase) in stocks	13,955	(4,359)
Increase in debtors	(132,902)	(141,344)
Decrease in creditors within one year	(953,316)	(589,090)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>3,963,703</b>	<b>(696,143)</b>

<b>2 Analysis of net debt</b>	<b>1 April 2014</b>	<b>Cash flow</b>	<b>Other non-cash changes</b>	<b>31 March 2015</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Net cash:				
Cash at bank and in hand	142,387	(139,735)	-	2,652
Bank deposits	-	-	-	-
Debt:				
Debts falling due after one year	(4,868,245)	4,103,441	-	(764,804)
<b>Net debt</b>	<b>(4,725,858)</b>	<b>3,963,706</b>	<b>-</b>	<b>(762,152)</b>

<b>3 Reconciliation of net cash flow to movement in net debt</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Decrease in cash in the year	(139,735)	(415,141)
Cash outflow/(inflow) from decrease/(increase) in debt	4,103,441	(318,483)
<b>Movement in net debt in the year</b>	<b>3,963,706</b>	<b>(733,624)</b>
Opening net debt	(4,725,858)	(3,992,234)
<b>Closing net debt</b>	<b>(762,152)</b>	<b>(4,725,858)</b>

# **GIANFAR LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015**

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### **1 Accounting policies**

#### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention.

The going concern basis has been applied in the preparation of these financial statements notwithstanding that the company may be in the process of being wound up post year end.

Although the directors do not consider the company to be a going concern, they have assessed the valuation of the assets and liabilities of the company, and consider the going concern basis to be not materially different to the break-up basis.

#### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### **1.3 Turnover**

Turnover represents rental income, subscription income and income from food and drinks. Income is recognised on accrual basis and when services have been provided to customers.

#### **1.4 Goodwill**

Goodwill has been written off in full during the year due to the future uncertainty of the current premises and probable impairment of remaining goodwill. In the previous year acquired goodwill was written off over a period of 20 years.

#### **1.5 Patents**

Patents are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives.

#### **1.6 Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	25% Reducing balance method
Fixtures, fittings & equipment	25% Reducing balance method

#### **1.7 Stock**

The closing stock is stated in accordance with the Statement of Accounting Practice Number 9 at lower of cost and net realisable value. The cost includes all expenditure which has been incurred in bringing the stock to its present location and condition. Stock is valued using the first in first out method

#### **1.8 Deferred taxation**

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

### **2 Turnover**

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

# GIANFAR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

<b>3</b>	<b>Operating profit/(loss)</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Operating profit/(loss) is stated after charging:		
	Amortisation of intangible assets	-	4,162,499
	Depreciation of tangible assets	49,907	11,221
	- Audit	2,000	6,000
	- Accounts	500	1,000
	- Tax work	500	1,500
		<u>          </u>	<u>          </u>
<b>4</b>	<b>Interest payable</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	On other loans	142,902	318,483
		<u>          </u>	<u>          </u>
<b>5</b>	<b>Taxation</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	<b>Total current tax</b>	-	-
		<u>          </u>	<u>          </u>
	<b>Factors affecting the tax charge for the year</b>		
	Profit/(loss) on ordinary activities before taxation	4,843,157	(4,453,553)
		<u>          </u>	<u>          </u>
	Profit/(loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.00% (2014 - 21.00%)	1,017,063	(935,246)
		<u>          </u>	<u>          </u>
	Effects of:		
	Depreciation add back	10,481	2,356
	Non-taxable income	(1,071,000)	-
	Losses available for group relief	43,456	932,890
		<u>          </u>	<u>          </u>
		(1,017,063)	935,246
		<u>          </u>	<u>          </u>
	<b>Current tax charge for the year</b>	-	-
		<u>          </u>	<u>          </u>

# GIANFAR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2015

### 6 Intangible fixed assets

	Patents £	Goodwill £	Total £
<b>Cost</b>			
At 1 April 2014	2	4,381,578	4,381,580
Disposals	(2)	-	(2)
At 31 March 2015	-	4,381,578	4,381,578
<b>Amortisation</b>			
At 1 April 2014 & at 31 March 2015	-	4,381,578	4,381,578
<b>Net book value</b>			
At 31 March 2015	-	-	-
At 31 March 2014	2	-	2

### 7 Tangible fixed assets

	Plant and machinery £	Fixtures, fittings & equipment £	Total £
<b>Cost</b>			
At 1 April 2014	43,644	20,192	63,836
Disposals	(43,644)	(20,192)	(63,836)
At 31 March 2015	-	-	-
<b>Depreciation</b>			
At 1 April 2014	10,568	3,361	13,929
On disposals	(43,644)	(20,192)	(63,836)
Charge for the year	33,076	16,831	49,907
At 31 March 2015	-	-	-
<b>Net book value</b>			
At 31 March 2015	-	-	-
At 31 March 2014	33,077	16,830	49,907

# GIANFAR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

<b>8</b>	<b>Stocks</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Finished goods and goods for resale	-	13,955
<b>9</b>	<b>Debtors</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Trade debtors	13,687	83,641
	Amounts owed by parent and fellow subsidiary undertakings	710,705	150,000
	Prepayments and accrued income	-	357,849
		724,392	591,490
<b>10</b>	<b>Creditors: amounts falling due within one year</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Trade creditors	1,697	232,863
	Amounts owed to parent and fellow subsidiary undertakings	-	95,887
	Taxes and social security costs	19,070	40,713
	Other creditors	-	210,507
	Accruals and deferred income	-	251,211
		20,767	831,181
<b>11</b>	<b>Creditors: amounts falling due after more than one year</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Other loans	764,804	4,868,245
	<b>Analysis of loans</b>		
	Wholly repayable within five years	764,804	4,868,245
		764,804	4,868,245
	<b>Loan maturity analysis</b>		

# GIANFAR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2015

<b>12 Share capital</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Allotted, called up and fully paid		
1 Ordinary share of £1 each	1	1
	<u>          </u>	<u>          </u>
<b>13 Statement of movements on profit and loss account</b>		<b>Profit and loss account</b>
		<b>£</b>
Balance at 1 April 2014		(4,901,684)
Profit for the year		4,843,157
		<u>          </u>
Balance at 31 March 2015		(58,527)
		<u>          </u>
<b>14 Reconciliation of movements in Shareholders' funds</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Profit/(Loss) for the financial year	4,843,157	(4,453,553)
Opening Shareholders' funds	(4,901,685)	(448,132)
	<u>          </u>	<u>          </u>
Closing Shareholders' funds	(58,526)	(4,901,685)
	<u>          </u>	<u>          </u>
<b>15 Employees</b>		
<b>Number of employees</b>		
The average monthly number of employees (including directors) during the year was:		
	<b>2015</b>	<b>2014</b>
	<b>Number</b>	<b>Number</b>
	31	34
	<u>          </u>	<u>          </u>
<b>Employment costs</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Wages and salaries	246,184	559,123
Social security costs	22,177	45,304
	<u>          </u>	<u>          </u>
	268,361	604,427
	<u>          </u>	<u>          </u>

# **GIANFAR LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **FOR THE YEAR ENDED 31 MARCH 2015**

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#### **16 Control**

The company is owned by Stamford Group Holdings Limited (BVI), a company registered in the British Virgin Islands. The ultimate controlling company is Landal Worldwide Corp, a company registered in the British Virgin Islands.

#### **17 Related party relationships and transactions**

Included within debtors is an amount of £710,705 (2014: £150,000 debtor) due from Aldersgate Investments Limited (BVI), the intermediate parent company.

Included within creditors is an amount of £nil (2014: £95,887) due to Heathport Limited, a fellow subsidiary.

Included within creditors falling due after more than one year is an amount of £764,804 (2014: £4,868,245) due to TFB (Mortgages) Limited, a related company. Interest of £142,846 (2014: £318,483) was charged during the year.

During the year rent of £56,914 (2014: £600,000) was charged by Heathport Limited, a fellow subsidiary.

During the year, management charges of £nil (2014: £27,006) have been charged by Galleon Hotels Limited, a company under common control.