

Registration number: 08564256

ARA Holdings (UK) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2021

Walker & Sutcliffe
Chartered Accountants and Registered Auditors
12 Greenhead Road
Huddersfield
West Yorkshire
HD1 4EN



ARA Holdings (UK) Limited

Contents

Company Information	1
Strategic Report	2
Directors' Report	3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5 to 8
Profit and Loss Account	9
Statement of Comprehensive Income	10
Balance Sheet	11
Statement of Changes in Equity	12
Notes to the Financial Statements	13 to 16

ARA Holdings (UK) Limited

Company Information

Directors	Mr J L Atkinson
	Mr P O'Brien
	Mr P G Lagan
	Mr J P K Lagan
Registered office	Lock Way
	Ravensthorpe
	Dewsbury
	West Yorkshire
Auditors	WF13 3SX
	Walker & Sutcliffe
	Chartered Accountants and Registered Auditors
	12 Greenhead Road
	Huddersfield
	West Yorkshire
	HD1 4EN

ARA Holdings (UK) Limited

Strategic Report for the Year Ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021.

Principal activity

The principal activity of the company is that of a holding company.

Fair review of the business

The results for the year and financial position of the company are shown in the annexed financial statements.

The company was dormant throughout the year, with its only source of income being by way of dividends received from Frame-Tech Structures Limited, a fully owned subsidiary of the company.

Principal risks and uncertainties

The principle uncertainty revolves around the cost and availability of raw materials, the pandemic has led to government stimulus around the world, this in turn has led to the demand of building products and housing being unprecedented which is creating supply shortages which is creating cost inflationary pressure. As we have a diversified supply chain we should be able to weather this.

Approved and authorised by the Board on 7 July 2022 and signed on its behalf by:



.....
Mr J L Atkinson
Director

ARA Holdings (UK) Limited

Directors' Report for the Year Ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Director of the company

The directors who held office during the year were as follows:

Mr J L Atkinson

Mr P O'Brien

Mr P G Lagan

Mr J P K Lagan

Dividends

The directors recommend a final dividend payment of £Nil to be made in respect of the financial year ended 31 December 2021 (period ended 31 December 2020: £Nil).

The total distribution of dividends for the year ended 31 December 2021 will be £2,060,729 (period ended 31 December 2020: £6,905,132).

Disclosure requirements

Under Companies Act 2006 the disclosures required in relation to Principal Risks and Uncertainties are shown on the Strategic Report on page 2.

Future developments

The directors expect that the future developments of the company will continue to be satisfactory.


Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Walker & Sutcliffe as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved and authorised by the Board on 7 July 2022 and signed on its behalf by:



.....
Mr J L Atkinson
Director

ARA Holdings (UK) Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 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; 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.

ARA Holdings (UK) Limited

Independent Auditor's Report to the Members of ARA Holdings (UK) Limited

Opinion

We have audited the financial statements of ARA Holdings (UK) Limited (the 'company') for the year ended 31 December 2021, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 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.

Basis for opinion

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 auditor 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 UK, including the FRC'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 opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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 auditor's 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 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.

ARA Holdings (UK) Limited

Independent Auditor's Report to the Members of ARA Holdings (UK) Limited

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and 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 our 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 and the Directors' Report.

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [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, 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.

Auditor 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 auditor's 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

ARA Holdings (UK) Limited

Independent Auditor's Report to the Members of ARA Holdings (UK) Limited

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to addressing the risks of material misstatement due to irregularities, including fraud was to assess events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. We assessed the risks of material misstatement in respect of fraud as follows:

- Enquiring with directors
- Reading board minutes
- Considering remuneration incentive schemes and performance targets for directors
- Using analytical procedures to identify any unusual or unexpected relationships

We obtained an understanding of the legal and regulatory frameworks that are applicable to the entity and determined that the most significant are those related to the following:

Firstly, the company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation, such as FRS 102 and Companies Act 2006. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the company is subject to many other laws and regulation where the consequences of non-compliance could have a material effect of the amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect:

- Employment legislation
- Health and safety regulation
- Data protection laws
- Environmental regulation

As required by auditing standards, and taking into account possible pressures to meet profit targets, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. We did not identify any additional fraud risks.

In determining the audit procedures, we took into account the results of our evaluation and testing of the operating effectiveness of the company fraud risk management controls.

We also performed procedures including:

- Identifying manual journal entries to test based on risk criteria and comparing the identified entries to supporting documentation
- Evaluating the business purpose of significant unusual transactions
- Assessing significant accounting estimates for bias

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial experience and through discussion with the directors and other management. We discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations. We corroborated our enquiries through review of board minutes and review of correspondence with other regulatory bodies.

ARA Holdings (UK) Limited

Independent Auditor's Report to the Members of ARA Holdings (UK) Limited

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

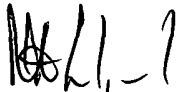
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not detect some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, misrepresentations or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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 auditor's 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 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.



Nicholas Ledgard BA FCA (Senior Statutory Auditor)
For and on behalf of Walker & Sutcliffe, Statutory Auditor

12 Greenhead Road
Huddersfield
West Yorkshire
HD1 4EN

7 July 2022

ARA Holdings (UK) Limited

Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Turnover		-	-
Gross profit/(loss)		-	-
Operating profit/(loss)		-	-
Income from shares in group undertakings		2,060,729	6,905,132
Profit before tax		2,060,729	6,905,132
Profit for the financial year		2,060,729	6,905,132

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

The notes on pages 13 to 16 form an integral part of these financial statements.

ARA Holdings (UK) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2021

	2021	2020
	£	£
Profit for the year	<u>2,060,729</u>	<u>6,905,132</u>
Total comprehensive income for the year	<u>2,060,729</u>	<u>6,905,132</u>

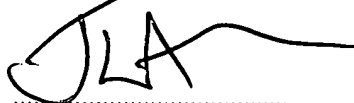
The notes on pages 13 to 16 form an integral part of these financial statements.

ARA Holdings (UK) Limited

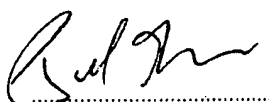
(Registration number: 08564256)
Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	3	430,006	430,006
Current assets			
Debtors	4	188,496	188,496
Cash at bank and in hand		297	297
		<u>188,793</u>	<u>188,793</u>
Creditors: Amounts falling due within one year	6	<u>(564,499)</u>	<u>(564,499)</u>
Net current liabilities		<u>(375,706)</u>	<u>(375,706)</u>
Net assets		<u>54,300</u>	<u>54,300</u>
Capital and reserves			
Called up share capital		300	300
Profit and loss account		<u>54,000</u>	<u>54,000</u>
Shareholders' funds		<u>54,300</u>	<u>54,300</u>

Approved and authorised by the Board on 7 July 2022 and signed on its behalf by:



Mr J L Atkinson
Director



Mr P O'Brien
Director

ARA Holdings (UK) Limited

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital £	Profit and loss account £	Total £
At 1 January 2021	300	54,000	54,300
Profit for the year	-	2,060,729	2,060,729
Total comprehensive income	-	2,060,729	2,060,729
Dividends	-	(2,060,729)	(2,060,729)
At 31 December 2021	300	54,000	54,300

	Share capital £	Profit and loss account £	Total £
At 1 July 2019	300	54,000	54,300
Profit for the year	-	6,905,132	6,905,132
Total comprehensive income	-	6,905,132	6,905,132
Dividends	-	(6,905,132)	(6,905,132)
At 31 December 2020	300	54,000	54,300

The notes on pages 13 to 16 form an integral part of these financial statements.

ARA Holdings (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The company is a private company limited by share capital, incorporated in England & Wales.

The address of its registered office is:

Lock Way
Ravensthorpe
Dewsbury
West Yorkshire
WF13 3SX
England

These financial statements were authorised for issue by the Board on 7 July 2022.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The presentational currency is £ sterling.

Summary of disclosure exemptions

Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares

Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures

Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income.

F1.11(c(ii)) Section 33 'Related Party Disclosures' – Compensation for key management personnel..

Name of parent of group

These financial statements are consolidated in the financial statements of Lagan Investments Holdings Ltd.

The financial statements of Lagan Investments Holdings Ltd may be obtained from Lagan House, 19 Clarendon Road, Belfast, Northern Ireland, BT1 3BG.

Lagan Investments Holdings Ltd, a company incorporated in Northern Ireland, is the parent of the group in which consolidated financial statements have been prepared. The ultimate parent company is Collinbridge Trust, incorporated in England & Wales.

The immediate parent company is FTS Holdings UK (2015) Limited, a company incorporated in England & Wales.

ARA Holdings (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

Group accounts not prepared

The company has taken exemption from preparing group accounts as it is included in consolidated accounts for a larger group which are drawn up as full consolidated audited accounts which are filed at Companies House.

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

3 Investments

	31 December 2021 £	31 December 2020 £
Investments in subsidiaries	430,006	430,006
Subsidiaries		£
Fair value		
At 1 January 2021		430,006
At 31 December 2021		430,006

Investment originally valued under the discounted cash flow model on the date of acquisition, and reviewed for impairment on an annual basis.

ARA Holdings (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held			
			2021	2020		
Subsidiary undertakings						
Frame-Tech Structures Limited	Lock Way, Ravensthorpe, Dewsbury, West Yorkshire, WF13 3SX England	Ordinary	100%	100%		

Subsidiary undertakings

Frame-Tech Structures Limited

The principal activity of Frame-Tech Structures Limited is that of manufacture and erection of timber framed buildings. The profit for the financial period of Frame-Tech Structures Limited was £3,158,064 and the aggregate amount of capital and reserves at the end of the period was £4,663,441.

4 Debtors

	Note	2021 £	2020 £
Amounts owed by related parties	9	188,496	188,496
		<u>188,496</u>	<u>188,496</u>

5 Cash and cash equivalents

	31 December 2021 £	31 December 2020 £
Cash on hand	297	297
	<u>297</u>	<u>297</u>

6 Creditors

	Note	31 December 2021 £	31 December 2020 £
Due within one year			
Amounts due to related parties	9	564,499	564,499
		<u>564,499</u>	<u>564,499</u>

ARA Holdings (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

7 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
Ordinary of £1 each	<u>300</u>	<u>300</u>	<u>300</u>	<u>300</u>

Rights, preferences and restrictions

Ordinary have the following rights, preferences and restrictions:

Full rights to receive notice of, attend and vote at general meetings. One share carries one vote, and full rights to dividends and capital distributions (including upon winding up). No restrictions attached to this class of share.

8 Dividends

	2021	2020
	£	£
Interim dividend of £6,869 (2020 - £23,017) per ordinary share	<u>2,060,729</u>	<u>6,905,132</u>

9 Related party transactions

Summary of transactions with subsidiaries

The company has taken advantage of FRS 102, Section 33.1A as a parent undertaking with wholly owned subsidiaries from disclosing transactions with members of the group.

10 Parent and ultimate parent undertaking

The company's immediate parent is FTS Holdings UK (2015) Limited, incorporated in England & Wales.

The ultimate parent is Collinbridge Trust, incorporated in England & Wales.

The most senior parent entity producing publicly available financial statements is Lagan Investments Holdings Ltd. These financial statements are available upon request from Lagan House, 19 Clarendon Road, Belfast, Northern Ireland, BT1 3BG.

The ultimate controlling party is the board of Trustees of Collinbridge Trust.