

Registration number: 08564256

# ARA Holdings (UK) Limited

Annual Report and Financial Statements

for the Period from 1 July 2019 to 31 December 2020

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

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# **ARA Holdings (UK) Limited**

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## **ARA Holdings (UK) Limited**

### **Company Information**

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

## **ARA Holdings (UK) Limited**

### **Strategic Report for the Period from 1 July 2019 to 31 December 2020**

The directors present their strategic report for the period from 1 July 2019 to 31 December 2020.

#### **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 Ltd, 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 by the Board on 13 September 2021 and signed on its behalf by:



.....  
Mr J L Atkinson  
Director

## **ARA Holdings (UK) Limited**

### **Directors' Report for the Period from 1 July 2019 to 31 December 2020**

The directors present their report and the financial statements for the period from 1 July 2019 to 31 December 2020.

#### **Directors of the company**

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

Mr J L Atkinson

Mr M E Ainley (ceased 30 June 2020)

Mr P O'Brien (appointed 19 July 2019)

Mr P G Lagan (appointed 19 July 2019)

Mr E Robinson (resigned 19 July 2019)

Mr J P K Lagan (appointed 19 July 2019)

#### **Dividends**

The directors recommend a final dividend payment of £Nil to be made in respect of the financial period ended 31 December 2020 (year ended 30 June 2019: £Nil).

The total distribution of dividends for the period ended 31 December 2020 will be £6,905,132 (year ended 30 June 2019: £766,000).

#### **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 by the Board on 13 September 2021 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 period from 1 July 2019 to 31 December 2020, 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 2020 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.

#### **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's 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**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### **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 period 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's 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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



## **ARA Holdings (UK) Limited**

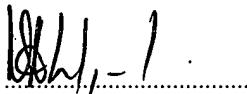
### **Independent Auditor's Report to the Members of ARA Holdings (UK) Limited**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### **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

13 September 2021

## **ARA Holdings (UK) Limited**

### **Profit and Loss Account for the Period from 1 July 2019 to 31 December 2020**

	<b>Note</b>	<b>2020 £</b>	<b>2019 £</b>
Turnover		-	-
Gross profit/(loss)		-	-
Operating profit/(loss)		-	-
Income from shares in group undertakings		6,905,132	766,000
Profit before tax		6,905,132	766,000
Profit for the financial period		6,905,132	766,000

The above results were derived from continuing operations.

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

**ARA Holdings (UK) Limited**

**Statement of Comprehensive Income for the Period from 1 July 2019 to 31 December  
2020**

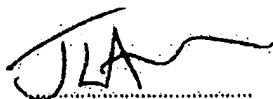
	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Profit for the period	<u>6,905,132</u>	<u>766,000</u>
Total comprehensive income for the period	<u><u>6,905,132</u></u>	<u><u>766,000</u></u>

# ARA Holdings (UK) Limited

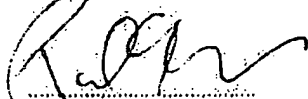
(Registration number: 08564256)  
Balance Sheet as at 31 December 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Investments	3	430,006	430,006
<b>Current assets</b>			
Debtors	4	188,496	176,820
Cash at bank and in hand		<u>297</u>	<u>297</u>
		188,793	177,117
<b>Creditors: Amounts falling due within one year</b>	6	<u>(564,499)</u>	<u>(552,823)</u>
<b>Net current liabilities</b>		<u>(375,706)</u>	<u>(375,706)</u>
<b>Net assets</b>		<u>54,300</u>	<u>54,300</u>
<b>Capital and reserves</b>			
Called up share capital		300	300
Profit and loss account		<u>54,000</u>	<u>54,000</u>
<b>Total equity</b>		<u>54,300</u>	<u>54,300</u>

Approved and authorised by the Board on 13 September 2021 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 Period from 1 July 2019 to 31 December 2020**

	<b>Share capital</b>	<b>Profit and loss</b>	<b>Total</b>
	<b>£</b>	<b>account</b>	<b>£</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 July 2019	300	54,000	54,300
Profit for the period	-	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

	<b>Share capital</b>	<b>Profit and loss</b>	<b>Total</b>
	<b>£</b>	<b>account</b>	<b>£</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 July 2018	300	54,000	54,300
Profit for the period	-	766,000	766,000
Total comprehensive income	-	766,000	766,000
Dividends	-	(766,000)	(766,000)
At 30 June 2019	300	54,000	54,300

## **ARA Holdings (UK) Limited**

### **Notes to the Financial Statements for the Period from 1 July 2019 to 31 December 2020**

#### **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 13 September 2021.

#### **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 Limited.

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

Lagan Investments Limited, 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 Investments Ltd, a company incorporated in Isle of Man.

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 Period from 1 July 2019 to 31 December 2020

#### 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.

#### Disclosure of long or short period

The current reporting period was changed and the annual financial statements are presented for a longer period than one year. The current period was extended from 30 June 2020 to 31 December 2020. This is so that the accounting year falls in line with its ultimate parent company. As a result of extending the period, the comparative amounts presented in the financial statements (including the related notes) are not entirely comparable.

#### 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 in subsidiaries, joint ventures and associates

	31 December 2020 £	30 June 2019 £
Investments in subsidiaries	<u>430,006</u>	<u>430,006</u>
<b>Subsidiaries</b>		£
<b>Fair value</b>		
At 1 July 2019		<u>430,006</u>
At 31 December 2020		<u>430,006</u>

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 Period from 1 July 2019 to 31 December 2020

#### 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	
			2020	2019
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 £4,780,017 and the aggregate amount of capital and reserves at the end of the period was £3,566,106.

#### 4 Debtors

	Note	2020 £	2019 £
Amounts owed by related parties	9	188,496	176,820
		<u>188,496</u>	<u>176,820</u>

#### 5 Cash and cash equivalents

	31 December 2020 £	30 June 2019 £
Cash on hand	297	297
	<u>297</u>	<u>297</u>

#### 6 Creditors

	Note	31 December 2020 £	30 June 2019 £
<b>Due within one year</b>			
Amounts due to related parties	9	564,499	552,823
		<u>564,499</u>	<u>552,823</u>



## ARA Holdings (UK) Limited

### Notes to the Financial Statements for the Period from 1 July 2019 to 31 December 2020

#### 7 Share capital

##### Allotted, called up and fully paid shares

	2020		2019	
	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

	2020	2019
	£	£
Interim dividend of £23,017 (2019 - £2,553) per ordinary share	<u>6,905,132</u>	<u>766,000</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 Limited. 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.