**ARCC INNOVATIONS LIMITED**

**Directors' Report and**

**Financial Statements**

**for the Year Ended 31 May 2016**

ARCC INNOVATIONS LIMITED

Contents of the Financial Statements
for the year ended 31 May 2016

# ARCC INNOVATIONS LIMITED

## Company Information
## for the year ended 31 May 2016

| | |
|---|---|
| **Directors:** | E Atkin<br>D O'Brien<br>R Virciglio |
| **Secretary:** | R I Harris |
| **Registered office:** | 16 Rosemont Road<br>London<br>NW3 6NE |
| **Registered number:** | 08028128 (England and Wales) |
| **Auditors:** | Haines Watts<br>Chartered Accountants & Statutory Auditor<br>New Derwent House<br>69-73 Theobalds Road<br>London<br>WC1X 8TA |

## Directors' Report
## for the year ended 31 May 2016

The directors present their report with the financial statements of the company for the year ended 31 May 2016.

**Principal activity**
The principal activity of the company in the year under review was that of a research and development centre, acting as an incubator for engineering and related projects.

**Results and dividends**
The results for the year are set out on page 5.

**Directors**
The directors shown below have held office during the whole of the period from 1 June 2015 to the date of this report.

E Atkin
D O'Brien
R Virciglio

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies 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.
This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**On behalf of the board:**

.............................................................
E Atkin - Director

Date: 28/11/2016

## Independent Auditors' Report to the Members of ARCC Innovations Limited

We have audited the financial statements of ARCC Innovations Limited for the year ended 31 May 2016 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 Statement of Directors' Responsibilities, 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 Directors' 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 May 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; 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 Directors' Report 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 take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

Haines Watts

Esther Wood (Senior Statutory Auditor)
for and on behalf of Haines Watts
Chartered Accountants & Statutory Auditor
New Derwent House
69-73 Theobalds Road
London
WC1X 8TA

Date: 28/11/2016

**ARCC INNOVATIONS LIMITED**

**Statement of Comprehensive Income**
**for the year ended 31 May 2016**

| | Notes | 2016<br>£ | 2015<br>£ |
|---|---|---|---|
| **Turnover** | | **17,848** | 11,331 |
| Cost of sales | | **(35,004)** | (22,098) |
| **Gross loss** | | **(17,156)** | (10,767) |
| Administrative expenses | | **(675,900)** | (709,266) |
| **Operating loss and**<br>**Loss on ordinary activities before taxation** | 3 | **(693,056)** | (720,033) |
| Tax on loss on ordinary activities | 4 | **-** | - |
| **Loss for the financial year** | | **(693,056)** | (720,033) |
| **Other comprehensive income** | | **-** | - |
| **Total comprehensive income for the year** | | **(693,056)** | (720,033) |

The notes form part of these financial statements

## ARCC INNOVATIONS LIMITED (REGISTERED NUMBER: 08028128)

### Balance Sheet
### 31 May 2016

| | Notes | £ | 2016 £ | £ | 2015 £ |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Tangible assets | 5 | | 357,874 | | 481,388 |
| **Current assets** | | | | | |
| Stocks | 6 | 134,000 | | 24,000 | |
| Debtors | 7 | 149,134 | | 160,511 | |
| Cash in hand | | 440 | | 359 | |
| | | 283,574 | | 184,870 | |
| **Creditors** | | | | | |
| Amounts falling due within one year | 8 | 3,015,498 | | 2,347,252 | |
| **Net current liabilities** | | | (2,731,924) | | (2,162,382) |
| **Total assets less current liabilities** | | | (2,374,050) | | (1,680,994) |
| **Capital and reserves** | | | | | |
| Called up share capital | 10 | | 100 | | 100 |
| Retained earnings | 11 | | (2,374,150) | | (1,681,094) |
| **Shareholders' funds** | | | (2,374,050) | | (1,680,994) |

The financial statements were approved by the Board of Directors on 28/11/2016 and were signed on its behalf by:

E Atkin - Director

The notes form part of these financial statements

ARCC INNOVATIONS LIMITED

Statement of Changes in Equity
for the year ended 31 May 2016

| | Called up share capital £ | Retained earnings £ | Total equity £ |
|---|---|---|---|
| **Balance at 1 June 2014** | 100 | (961,061) | (960,961) |
| **Changes in equity** | | | |
| Total comprehensive income | - | (720,033) | (720,033) |
| **Balance at 31 May 2015** | 100 | (1,681,094) | (1,680,994) |
| **Changes in equity** | | | |
| Total comprehensive income | - | (693,056) | (693,056) |
| **Balance at 31 May 2016** | 100 | (2,374,150) | (2,374,050) |

The notes form part of these financial statements

1. **Accounting policies**

**Basis of preparing the financial statements**
These financial statements are the first annual financial statements of the company prepared in accordance with FRS 102 "the Financial Reporting Standard appliance in the UK and republic of Ireland". The first date at which FRS 102 was applied was 1 June 2014. In accordance with FRS 102 the company has;

- Provided comparative information;
- Applied the same accounting policies throughout all periods presented; and
- Retrospectively applied the FRS 102 as required.

**General information**
ARCC Innovations Limited is a private limited company incorporated in England and Wales. The address of the registered office is 16 Rosemont Road, London, NW3 6NE.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

**Turnover**
Turnover represents income receivable for the year net of VAT.

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

| | |
|---|---|
| Plant and machinery | **15% straight line** |
| Fixtures, fittings & equipment | **15% straight line** |
| Motor vehicles | **25% straight line** |
| Computer equipment | **25% straight line** |

**Stocks**
Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

**Taxation**
The tax expense represents the sum of the tax currently payable and any deferred tax.

The current tax charge is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it exclude items of income or expense that are taxable or deductible in other years and it further exclude items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences between taxable profits and total comprehensive income that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and intends to settle on a net basis.

## 1. Accounting policies - continued

**Research and development**
Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

**Foreign currencies**
Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of transaction. All the differences are taken to profit and loss account.

**Employee benefits**
Short term employee benefits including holiday pay and annual bonuses are accrued as services are rendered. Contributions to defined contribution pension schemes are charged to profit or loss as they become payable in accordance with the rules of the scheme. Differences between contributions payable in the year and those actually paid are shown as either accruals or prepayments in the balance sheet.

**Financial instruments policy**
Financial assets and financial liabilities are recognised in the balance sheet when the company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured at initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank and bank overdrafts which are an integral part of the company's cash management.

Financial liabilities and equity instruments issued by the company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

**Key sources of estimation uncertainty and judgements**
The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgement that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period.

There is estimation uncertainty in calculating bad debt provisions. A full line by line review of trade debtors is carried out at the end of each month. Whilst every attempt is made to ensure that the bad debt provisions are as accurate as possible, there remains a risk that the provision do not match the level of debts which ultimately prove to be uncollectable.

There is also estimation uncertainty in calculating stock provisions. Slow moving and obsolete stocks are monitored during the year. Individual sales margins are reviewed monthly to identify any stock sold at less than cost. A line by line review of stock provisions is carried out at the year-end and slow-moving stock without forward sales order cover is identified and put forward for provision.
Whilst every attempt is made to ensure that the stock provisions are as accurate as possible, there remain a risk that the provisions do not match the ultimate unrealised value of stock held.

1. **Accounting policies - continued**

**Going concern**
During the year ended 31 May 2016 the company was able to continue as a going concern as a result of the ongoing financial support provided by E Atkin and C J Atkin, the principal shareholders of the parent company.

An undertaking has been received from E Atkin and C J Atkin that they will continue to provide the necessary financial support to enable the company to continue in operational existence and meet its liabilities as they fall due for the foreseeable future being a period of at least 53 weeks from the date of approval of these financial statements.

In addition, further undertakings have been provided by E Atkin, C J Atkin, and C A Holdings Plc, the company's parent undertaking, that they will not seek repayment of any amounts owed by the company for a period of at least 53 weeks from the date of approval of these financial statements.

On the basis of these undertakings the directors have concluded that it is appropriate to prepare the financial statements on the going concern basis.

2. **Staff costs**

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Wages and salaries | 293,545 | 288,791 |
| Social security costs | 31,643 | 27,618 |
| Other pension costs | 6,197 | 5,073 |
| | 331,385 | 321,482 |

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

| | 2016 | 2015 |
|---|---|---|
| Average monthly number of employees | 8 | 8 |

3. **Operating loss**

The operating loss is stated after charging/(crediting):

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Depreciation - owned assets | 143,111 | 139,195 |
| Auditors remuneration (including expenses and benefits in kind) | 8,500 | 7,500 |
| Foreign exchange differences | - | (570) |
| Research and development | 2,211 | 81,172 |

| | | |
|---|---|---|
| Directors' remuneration | - | - |

4. **Taxation**

**Analysis of the tax charge**
No liability to UK corporation tax arose on ordinary activities for the year ended 31 May 2016 nor for the year ended 31 May 2015.

4. **Taxation - continued**

**Reconciliation of total tax charge included in profit and loss**
The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

| | 2016 £ | 2015 £ |
|---|---|---|
| Loss on ordinary activities before tax | (693,056) | (720,033) |
| Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20%) | (138,611) | (144,007) |
| Effects of: | | |
| Capital allowances in excess of depreciation | - | (27,696) |
| Unrelieved tax losses | 138,611 | 171,703 |
| Total tax charge | - | - |

5. **Tangible fixed assets**

| | Plant and machinery £ | Fixtures and fittings £ | Motor vehicles £ | Computer equipment £ | Totals £ |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At 1 June 2015 | 664,272 | 37,782 | 33,420 | 94,888 | 830,362 |
| Additions | 6,884 | 3,790 | - | 8,923 | 19,597 |
| At 31 May 2016 | 671,156 | 41,572 | 33,420 | 103,811 | 849,959 |
| **Depreciation** | | | | | |
| At 1 June 2015 | 263,934 | 15,148 | 8,355 | 61,537 | 348,974 |
| Charge for year | 100,674 | 8,129 | 8,355 | 25,953 | 143,111 |
| At 31 May 2016 | 364,608 | 23,277 | 16,710 | 87,490 | 492,085 |
| **Net book value** | | | | | |
| At 31 May 2016 | 306,548 | 18,295 | 16,710 | 16,321 | 357,874 |
| At 31 May 2015 | 400,338 | 22,634 | 25,065 | 33,351 | 481,388 |

6. **Stocks**

| | 2016 £ | 2015 £ |
|---|---|---|
| Finished goods | 134,000 | 24,000 |

7. **Debtors: amounts falling due within one year**

| | 2016 £ | 2015 £ |
|---|---|---|
| Trade debtors | 1,160 | 2,665 |
| Other debtors | 7,168 | 13,850 |
| VAT | 10,617 | - |
| Prepayments and accrued income | 130,189 | 143,996 |
| | 149,134 | 160,511 |

## 8. Creditors: amounts falling due within one year

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Bank loans and overdrafts (see note 9) | 1,581,687 | 869,346 |
| Trade creditors | 49,792 | 66,327 |
| Amounts owed to group undertakings | 1,363,530 | 1,389,807 |
| Social security and other taxes | 9,753 | 11,311 |
| Other creditors | 641 | 632 |
| Accruals and deferred income | 10,095 | 9,829 |
| | 3,015,498 | 2,347,252 |

## 9. Loans

An analysis of the maturity of loans is given below:

| | 2016 | 2015 |
|---|---|---|
| | £ | £ |
| Amounts falling due within one year or on demand: | | |
| Bank overdrafts | 1,581,687 | 869,346 |

## 10. Called up share capital

**Allotted, issued and fully paid:**

| Number: | Class: | Nominal value: | 2016 £ | 2015 £ |
|---|---|---|---|---|
| 100 | Ordinary | £1 | 100 | 100 |

## 11. Reserves

| | Retained earnings £ |
|---|---|
| At 1 June 2015 | (1,681,094) |
| Deficit for the year | (693,056) |
| At 31 May 2016 | (2,374,150) |

## 12. Related party disclosures

The company has taken advantage of the exemption as per paragraph 33IA of FRS 102 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group.

During the year, the company paid expenses on behalf of Kinvale Property Investments, a company related by virtue of common director for a total of £7,168. As at the year end, an amount of £7,168 was due from Kinvale Property Investments.

## 13. Ultimate controlling party

The company's immediate parent undertaking is C.A. Holdings Plc, a company registered in England and Wales.

E Atkin and C J Atkin are the ultimate controlling parties of the parent undertaking by virtue of their shareholding of 45% and 29% respectively.

## 14. First year adoption

The company has adopted FRS 102 for the period ended 31 May 2016, with the date of transition therefore being 1 June 2014.

On transition management have considered the effect of any changes in accounting treatment from UK GAAP to FRS 102 for this company but do not consider there to be any material changes that would warrant restatement of the comparative financials.

Specifically, the effect of holiday pay accruals were reviewed however, given that there were no unused holidays outstanding after the year end, no adjustments have been made in respect of this.