Bahrain Family Leisure Company B.S.C.

Financial statements for the
year ended 31 December 2017

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Commercial registration no.	32196-01 obtained on 13 July 1994 32196-04 obtained on 5 August 2000 32196-05 obtained on 27 September 2001 32196-06 obtained on 21 November 2004 32196-07 obtained on 25 March 2006 32196-13 obtained on 21 August 2011 32196-14 obtained on 9 September 2014	
Directors	Mr. Abdul Latif Khalid Al Aujan	Chairman
	Mr. Garfield Jones	Vice-Chairman and Managing Director
	Mr. Adel Salman Kanoo	Director
	Mr. Bashar Mohammed Ali Alhasan	Director
	Mr. Sharif Mohammed Ahmadi	Director
	Mr. Ron Peters	Director
	Mr. Suresh Surana	Director
Nominating and remuneration committees	Mr. Abdul Latif Khalid Al Aujan	Chairman
	Mr. Adel Salman Kanoo	
	Mr. Sharif Mohammed Ahmadi	
	Mr. Suresh Surana	
Audit committee	Mr. Suresh Surana	Chairman
	Mr. Bashar Mohammed Ali Alhassan	
	Mr. Garfield Jones	
Executive Committee	Mr. Garfield Jones	Chairman
	Mr. Adel Salman Kanoo	
	Mr. Sharif Mohammed Ahmadi	
	Mr. Ron Peters	
Corporate governance committee	Mr. Adel Salman Kanoo	Chairman
	Mr. Sharif Mohammed Ahmadi	
	Mr. Suresh Surana	
	Mr. Ron Peters	
Registered office	Gulf Executive Offices 10th Floor, Block No. 338 Adliya, PO Box 11612 Manama Kingdom of Bahrain	
Registrars	Karvy Computershare W.L.L. PO Box 514 Manama Kingdom of Bahrain	
Bankers	National Bank of Bahrain Bank of Bahrain and Kuwait	
Auditors	BDO 17th Floor, Diplomat Commercial Office Tower PO Box 787 Manama Kingdom of Bahrain	

Dear Shareholders

The Board of Directors have pleasure in submitting the audited financial statements of Bahrain Family Leisure Company B.S.C. ("the Company" or "BFLC") for the year ended 31 December 2017.

Principal activities and review of business developments

The principal activities of the Company include operating restaurants, providing services related to family entertainment, supply of amusement related equipment and investing in businesses with similar objectives to those of the Company.

The results for the year are set out on pages 16 and 17 of the financial statements.

Dividend

The Board of Directors of the Company do not propose any dividend for the year ended 31 December 2017 (2016: BD270,000).

Representation and audit

The Company's activities for the year ended 31 December 2017 have been conducted in accordance with the Bahrain Commercial Companies Law, Decree Number 21 of 2001, and other relevant statutes of the Kingdom of Bahrain.

The Company has maintained proper, complete accounting records and these, together with all other information and explanations, have been made freely available to the auditors, BDO.

The Board of Directors propose to appoint BDO as external auditors of the Company for the next financial year; who have expressed their willingness to continue in the office for the next financial year.

Signed on behalf of the Board:

Abdul Latif Khalid Al Aujan
Chairman

Garfield Jones
Vice Chairman and
Managing Director

14 February 2018

(i) Board, Board Members and Management

Board and Directors' Responsibilities

The Board of Directors is accountable to shareholders for the proper and prudent investment and preservation of Shareholder interests. The Board's role and responsibilities include but not limited to:

- Monitoring the overall business performance
- Monitoring management performance and succession plan for senior management
- Monitoring conflicts of interest and preventing abusive related party transactions
- Accurate preparation of the end of year financial statements
- Convening and preparing the shareholders' meeting
- Recommend dividend payable to Shareholders and ensure its execution
- Adapt, implement and monitor compliance with the company's code of ethics
- Review the company's objectives and policies relating to social responsibilities
- Select, interview and appoint General Manager and other selected members of the executive management

In these respect, the Directors remain individually and collectively responsible for performing all Board of Director's tasks.

Material transactions requiring board approval

The following material transactions require board review, evaluation and approval:

- The company strategy
- The annual budget
- Major resource allocations and capital investments
- Management responsibilities and training, development and succession plan for Senior Management.

Election system of directors and termination process

Election/re-election of Board members takes place every three years at the Annual Ordinary General Assembly Meeting.

Termination of a Board member's mandate usually occurs by dismissal at the meeting of the shareholders or by the member's resignation from the Board of Directors.

Directors trading of company shares

The Directors did not trade in any shares during the year ended 31 December 2017.

(i) Board, Board Members and Management (continued)

Code of conduct and procedures adopted by the Board for monitoring compliance

The Board and the Company's employees are expected to maintain the highest level of corporate ethics and personal behaviour. The Company has established a Code of Conduct which provides an ethical and legal framework for all employees in the conduct of its business. The Code of Conduct defines how the Company relates to its employees, shareholders and the community in which the Company operates.

The Board of directors has adopted the Bahrain Family Leisure Company code of Business conduct and a company Whistle-blower policy to monitor compliance with company ethics.

The Code of Conduct provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behaviour having regard to the best practice corporate governance models. The Code of Conduct sets out a behavioural framework for all employees in the context of a wide range of ethical and legal issues. The Code of Conduct will be published in the 'Corporate Governance' section of the Company's website.

The Board of Directors consists of 7 members as of 31 December 2017.

The Board has been elected in March 2016 for a period of 3 years.

(i) Board, Board Members and Management (continued)

The following table summarizes the information about the profession and business title of the current Board members;

	Name of Board Member	*Profession*	*Business Title*	*Executive / non-executive independent / non-independent*	*Experience in years*	*Qualification*
1	Mr. Abdul Latif Khalid Al Aujan	Businessman	Chairman	Non-executive / Independent	***48***	University Degree in Commerce - England
2	Mr. Garfield Jones	CEO - Gulf Hotels Group	Vice-Chairman/Managing Director	Executive / Non-independent	***36***	HCIMA Part B Professional Qualification
3	Mr. Adel Salman Kanoo	Businessman	Director	Non-executive / Independent	***33***	Master Degree in Business Administration and MSC Air Transport Management.
4	Mr. Bashar Mohd Alhasan	Businessman	Director	Non-executive / Independent	***40***	Bachelor Degree - Economics
5	Mr. Sharif Mohd Ahmadi	Businessman	Director	Non-executive / Independent	***40***	Bachelor Degree - Electrical Engineering
6	Mr. Ron Peters	Deputy CEO Gulf Hotels Group	Director	Executive / Non-independent	***37***	GSCE 5 MBA Higher W-set level 2
7	Mr. Suresh Surana	CFO Gulf Hotels Group	Director	Executive / Non-independent	***38***	Commerce Graduate & Chartered Accountant from India (ICAI)

(i) Board, Board Members and Management (continued)

	Name of board member	*Number of Directorships in Listed Companies*
1	Mr. Abdul Latif Khalid Al Aujan	*one*
2	Mr. Garfield Jones	*Nil*
3	Mr. Adel Salman Kanoo	*Nil*
4	Mr. Bashar Mohd Alhasan	*Nil*
5	Mr. Sharif Mohd Ahmadi	*Nil*
6	Mr. Ron Peters	*Nil*
7	Mr. Suresh Surana	*Nil*

The Company should hold a minimum of 4 Board meetings during each year. During the year ended 31 December 2017, Seven Board meetings were held. The following table summarizes the information about Board of Directors meeting dates and attendance of directors at each meeting:

	Names of Directors Present	08-Jan	20-Feb	10-Apr	24-Apr	31-Jul	30-Oct	27-Nov
1	Mr. Abdul Latif Khalid Al Aujan	√	√	√	√	√	√	√
2	Mr. Aqeel Raees*	√	√	X	X	X	X	X
3	Mr. Garfield Jones	√	√	√	√	√	√	√
4	Mr. Adel Salman Kanoo	X	X	√	X	√	√	√
5	Mr. Bashar Mohd Alhasan	√	√	X	√	√	√	√
6	Mr. Sharif Mohd Ahmadi	√	√	√	√	√	√	√
7	Mr. Ron Peters**	X	X	X	X	X	√	√
8	Mr. Suresh Surana	√	√	√	√	√	√	√

*Mr. Aqeel Raees has resigned from the Board on 8 June 2017.
**Mr. Ron Peters has joined the Board on 31 July 2017.

Total remuneration paid to the Board BD 21,600 as basic fee.

The following table summarizes the information about the profession and business title of each of the Executive Management:

Name of Executive Member	*Designation*	*Profession*	*Business Title*	*Experience*	*Qualification*
Mr. Ibrahim Abdo	General Manager	Administration	GM	22	Business Hotel Management/F&B
Mr. K T Pauly	Financial Controller	Administration	FC	34	Commerce Graduate

The total remuneration paid to the executive management is BD 52,800.

(ii) Committees

The following table summarizes the information about Board Committees, their members and objectives:

Audit Committee	Reviews the internal audit program and internal control system, considers major findings of internal audit reviews, investigations and managements response. Ensures coordination among the internal and external auditors.	Mr. Suresh Surana	Executive / Non Independent
		Mr. Bashar Mohd Alhasan	Non-Executive / Independent
		Mr. Garfield Jones	Executive / Non Independent

The Company should hold a minimum of 4 Audit committee meetings during each year. During the year ended 31 December 2017, 4 audit committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of directors at each meeting:

	12 - February	**23 - April**	**30 - July**	**29 - October**
Mr. Suresh Surana	√	√	√	√
Mr. Bashar Mohd Alhasan	√	√	√	√
Mr. Garfield Jones	√	√	√	√

Total remuneration paid to the Audit Committee members during 2017 is BD 3,800 as basic fee.

Nominating & Remuneration Committee	Identify persons qualified to become members of the board of directors and senior executive management of the company, with the exception of the appointment of internal auditors. Determine the appropriate size and composition of the Board and committees of the board. Making recommendations to the board on the removal and appointment of directors. Developing a succession plan for the Board and senior management and regularly reviewing the plan.	Mr. Abdul Latif Khalid Al Aujan	Non-Executive / Independent
		Mr. Adel Salman Kanoo	Non-Executive / Independent
	Review, Recommend and Determine remuneration and incentive policies for the Board of Directors and Senior Management, having regard to prevailing market rates for similar roles and making them as attractive so as to retain and attract quality people to run the company successfully.	Mr. Sharif Mohd Ahmadi	Non-Executive / Independent
		Mr. Suresh Surana	Executive / Non Independent

(ii) Committees (continued)

The Company should hold a minimum of 2 Nominating and Remuneration committee meetings during each year. During the year ended 31 December 2017, 2 Nominating and Remuneration committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of directors at the meeting:

	24 - April	**30 - October**
Mr. Abdul Latif Khalid Al Aujan	√	√
Mr. Adel Salman Kanoo	X	√
Mr. Sharif Mohd Ahmadi	√	√
Mr. Suresh Surana	√	√

Total remuneration paid to the Nominating & Remuneration Committee members during 2017 is BD 2,250 as basic fee.

Corporate Governance Committee	Corporate governance committee is an internal system that encompasses polices, processes, people, and which makes sure the needs of shareholders and other stakeholders are met in full. This will be accomplished by directing and controlling managing activities using good business practices, objectivity, accountability and integrity. Corporate Governance Committee implements Corporate Culture of the organization, commitment of the board and senior management towards the corporate governance framework and approach of company to adhere to the code as integrity program rather than as compliance program.	Mr. Adel Salman Kanoo	Non-Executive / Independent
		Mr. Garfield Jones	Executive / Non Independent
		Mr. Sharif Mohd Ahmadi	Non-Executive / Independent
		Mr. Ron Peters	Executive / Non Independent
		Mr. Suresh Surana	Executive / Non Independent

The Company should hold a minimum of 2 Corporate Governance committee meetings during each year. During the year ended 31 December 2017, 2 Corporate Governance committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of directors at each meeting:

	10-April	**24-October**
Mr. Adel Salman Kanoo	√	√
Mr. Garfield Jones**	√	X
Mr. Sharif Mohd Ahmadi	√	√
Mr. Ron Peters*	X	√
Mr. Suresh Surana	√	√

*Mr. Ron Peters has joined the committee on 31 July 2017.

**Mr. Garfield Jones has attended the 10 April committee meeting in the absence of Mr. Aqeel Raees.

Total remuneration paid to the Corporate Governance Committee during 2017 is BD 2,500 as basic fee.

(ii) Committees (continued)

Executive Committee	The Executive Committee shall be appointed by the Board and shall consist of Chairman and minimum two members of the Board. The Executive Committee shall act on behalf of the Board of Directors to determine matters which, in the judgement of the Chairman of the Board, do not warrant convening a special meeting of the Board but should not be postponed until the next scheduled meeting of the Board.	Mr. Aqeel Raees	Executive / Non Independent
		Mr. Adel Salman Kanoo	Non-Executive / Independent
		Mr. Sharif Mohd Ahmadi	Non-Executive / Independent
		Mr. Garfield Jones	Executive / Non Independent
		Mr. Ron Peters	Executive / Non Independent

During the year ended 31 December 2017, 3 Executive committee meetings were held. The following table summarizes the information about committee meeting dates and attendance of directors at each meeting:

	06 - February	24 - July	24 - October
Mr. Aqeel Raees*	√	X	X
Mr. Garfield Jones	√	√	√
Mr. Adel Salman Kanoo	√	√	√
Mr. Sharif Mohd Ahmadi	√	√	√
Mr. Ron Peters**	X	X	√

Total remuneration paid to the Executive Committee during 2017 is BD 3,600 as basic fee.

*Mr. Aqeel Raees has resigned from the committee on 8 June 2017.
**Mr. Ron Peters has joined the committee on 31 July 2017.

(iii) Corporate Governance

Corporate governance code

The Board and the Company's employees are expected to maintain the highest level of corporate ethics and personal behaviour. The Company has established a Code of Conduct which provides an ethical and legal framework for all employees in the conduct of its business. The Code of Conduct defines how the Company relates to its employees, shareholders and the community in which the Company operates. The Board of directors has adopted the code of Business Conduct and a company Whistle-blower policy to monitor compliance with company ethics.

There have been no changes to the Company corporate governance guidelines of the Company during 2017.

Compliance with the corporate governance code

The Code of Conduct provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behaviour having regard to the best practice corporate governance models. The Code of Conduct sets out a behavioural framework for all employees in the context of a wide range of ethical and legal issues. The Code of Conduct has been published in the "Corporate Governance" section of the Company's website.

(iii) Corporate Governance (continued)

Compliance with the corporate governance code

BFLC currently complies with all the provisions of the Code with the exception of the following:

(1) HC 1.8.6 of the CBB Rule Book volume 6 relating to Corporate Governance requires that the board shall establish a Corporate Governance Committee of at least 3 independent directors. However, the current composition of the Corporate Governance Committee is of 2 independent and 3 non-independent directors.

(2) HC 3.2.1 of the CBB Rule Book volume 6 relating to Corporate Governance requires the Chairman of Audit Committee to be an independent director. The current chairman of the Audit Committee is a non-independent director.

The above points have been discussed in the Board of Directors meeting and they are of the opinion that these do not dilute the highest standards of corporate governance that the Company maintains and at present it is not possible to keep the required Board Committee composition as required by the CBB rule Book Volume VI. However, the Board of Directors have noted the point and commented that the Company will aim to formulate the Committees as per the regulatory requirements in due course.

"The Board of directors has adopted the corporate governance code and a company Whistle blower policy to monitor compliance with company ethics. The Code of Conduct provides clear directions on conducting business internationally, interacting with governments, communities, business partners and general workplace behaviour having regard to the best practice corporate governance models. The Code of Conduct sets out a behavioural framework for all employees in the context of a wide range of ethical and legal issues. The Code of Conduct will be published in the 'Corporate Governance' section of the Company's website."

Conflict of interest:

In 2017, no instances of conflict of interest have arisen. In the instance of a conflict of interest arising as a result of any business transaction or any type of resolution to be taken, the concerned Board member shall refrain from participating at the discussion of such transaction or resolution to be taken. In this respect, BFLC Board members usually inform the Board of a potential conflict of interest prior to the discussion of any transaction or resolution. The Board member(s) concerned would also refrain from voting in any instance where a conflict of interest shall arise.

Evaluation of Board and Chairman Performance

This is discussed in the Annual General Meeting and will also be taken up as part of Corporate Governance Code.

Means of communication with shareholders and investors

The Company is committed to providing relevant and timely information to its shareholders in accordance with its continuous disclosure obligations under the Corporate Governance Code.

Information is communicated to shareholders through the distribution of the Company's Annual Report and other communications. All releases are posted on the Company's website and released to the shareholders in a timely manner.

The Company Secretary is responsible for communications with the shareholders and ensuring that the Company meets its continuous disclosure obligations.

(iii) Corporate Governance (continued)

Management of principal risks and uncertainties faced by the Company

The Board as a whole and management are assessing the risk from time to time. Board of Directors discuss and take proper measures for risks faced by the Company.

Review of internal control processes and procedures

The Review of Internal control process and procedures is performed regularly by the Company's internal auditors to ensure the efficiency.

Signed on behalf of the Board:

Abdul Latif Khalid Al Aujan
Chairman

Garfield Jones
Vice Chairman and
Managing Director

14 February 2018

BDO

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17th Floor
Diplomat Commercial Office Tower
PO Box 787
Manama
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Independent auditors' report to the shareholders of Bahrain Family Leisure Company B.S.C.

Opinion
We have audited the financial statements of Bahrain Family Leisure Company B.S.C. ("the Company"), which comprise the statement of financial position as at 31 December 2017, and the statement of profit or loss and other comprehensive income, the statement of changes in shareholders' equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2017, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 International Ethics Standards Board for Accountants' code of Ethics for professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31 December 2017. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters include:

Revenue recognition
Revenue represents sale of food, beverages, entertainment and other miscellaneous income. Sales are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Our procedures included considering appropriateness of revenue recognition as per the Company policy including those relating to discounts and assessing compliance with the policies in terms of applicable accounting standards. We tested effectiveness of internal controls implemented by the Company on the revenue cycle. We assessed sales transactions taking place at either side of the statement of financial position date to assess whether the revenue was recognised in the correct period. We also performed analytical review on revenue based on trends in monthly sales and profit margins.

Financial assets at fair value through profit or loss
The Company has quoted investments amounting to BD6,813,529 disclosed in Note 7 which form a material balance in the financial statements of the Company and are subject to change in the fair value. This could have significant impact on the Company's results if assets are misstated.

Our audit procedures included the testing of investments acquired and sold during the year on a sample basis, testing of ownership and classification and testing of fair value of the quoted investments with the listed prices in the relevant stock exchange.

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Independent auditors' report to the shareholders of Bahrain Family Leisure Company B.S.C. (continued)

Other information

Management is responsible for the other information. The other information comprises the information included in the Directors' report and Corporate Governance report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and 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, 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.

Responsibilities of management and Those Charged With Governance ("TCWG") for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines 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, management is 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 management either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so. Those Charged With Governance are responsible for overseeing the Company's financial reporting process.

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 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk 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;
- 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 management;

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Independent auditors' report to the shareholders of Bahrain Family Leisure Company B.S.C. (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

- Conclude on the appropriateness of management's 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; and
- 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.

We communicate with management and TCWG 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.

We also provide TCWG with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with TCWG, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Further, as required by the Bahrain Commercial Companies Law, Decree Number 21 of 2001, we report that:

(1) we have obtained all the information we considered necessary for the purpose of our audit;
(2) the Company has carried out stock taking in accordance with recognised procedures and has maintained proper books of account and the financial statements are in agreement therewith; and
(3) the financial information included in the Directors' report is consistent with the books of account of the Company.

In addition, we report that nothing has come to our attention which causes us to believe that the Company has breached any of the applicable provisions of the Bahrain Commercial Companies Law, Decree Number 21 of 2001, the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) or of its Memorandum and Articles of Association, which would materially affect its activities, or its financial position as at 31 December 2017.

BDO

ارشد غاديت
رقم القيد ١٥٦
BDO
Public Accountants
Reg. No. 156
Arshad Gadit

Manama, Kingdom of Bahrain
14 February 2018

Bahrain Family Leisure Company B.S.C.
Statement of financial position as at 31 December 2017
(Expressed in Bahrain Dinars)

	Notes	31 December 2017	31 December 2016
ASSETS			
Non-current assets			
Property, plant and equipment	5	545,360	350,429
Intangible assets	6	23,041	4,017
Financial assets at fair value through profit or loss	7	6,813,529	5,909,241
		7,381,930	6,263,687
Current assets			
Inventories	8	34,553	23,930
Prepayments and other receivables	9	101,154	86,923
Cash and cash equivalents	10	502,235	634,516
		637,942	745,369
Total assets		8,019,872	7,009,056
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	11	4,000,000	4,000,000
Statutory reserve	12	794,927	693,139
Capital reserve	13	68,245	68,245
Retained earnings		2,932,511	2,286,422
Treasury shares	11	(400,000)	(400,000)
Total equity		7,395,683	6,647,806
Non-current liabilities			
Employees' terminal benefits	14	74,145	63,322
Current liabilities			
Trade and other payables	15	550,044	297,928
Total liabilities		624,189	361,250
Total equity and liabilities		8,019,872	7,009,056

These financial statements, set out on pages 16 to 37, were approved and authorised for issue by the Board of Directors on 14 February 2018 and signed on their behalf by:

Abdul Latif Khalid Al Aujan
Chairman

Garfield Jones
Vice-Chairman and
Managing Director

Bahrain Family Leisure Company B.S.C.
Statement of profit or loss and other comprehensive income
for the year ended 31 December 2017
(Expressed in Bahrain Dinars)

	Notes	Year ended 31 December 2017	Year ended 31 December 2016
Operating income, net	16	1,337,861	1,238,640
Operating costs	17	(1,178,165)	(1,059,249)
Operating gross profit		159,696	179,391
Expenses			
Staff costs		(80,464)	(75,797)
General and administrative expenses		(95,041)	(53,114)
Selling and advertising expenses		(63,260)	(46,169)
Depreciation on property, plant and equipment	5	(7,440)	(14,122)
Amortisation of intangible assets	6	(3,699)	(6,949)
Directors' fees		(33,750)	(25,450)
Total expenses		(283,654)	(221,601)
Loss before investment and other income		(123,958)	(42,210)
Investment and other income	18	1,141,835	197,841
Net profit and other comprehensive income for the year		1,017,877	155,631
Basic and diluted earnings per share	19	Fils 28.27	Fils 4.32

These financial statements, set out on pages 16 to 37, were approved and authorised for issue by the Board of Directors on 14 February 2018 and signed on their behalf by:

Abdul Latif Khalid Al Aujan
Chairman

Garfield Jones
Vice-Chairman and
Managing Director

Bahrain Family Leisure Company B.S.C.
Statement of changes in shareholders' equity for the year ended 31 December 2017
(Expressed in Bahrain Dinars)

	Share capital	Statutory reserve	Capital reserve	Retained earnings	Treasury shares	Total
At 31 December 2015	4,000,000	677,576	68,245	2,146,354	(400,000)	6,492,175
Net profit and other comprehensive income for the year	-	-	-	155,631	-	155,631
Transfer to statutory reserve (Note 12)	-	15,563	-	(15,563)	-	-
At 31 December 2016	4,000,000	693,139	68,245	2,286,422	(400,000)	6,647,806
Net profit and other comprehensive income for the year	-	-	-	1,017,877	-	1,017,877
Transfer to statutory reserve (Note 12)	-	101,788	-	(101,788)	-	-
Dividend paid for the year 2016 (Note 20)	-	-	-	(270,000)	-	(270,000)
At 31 December 2017	4,000,000	794,927	68,245	2,932,511	(400,000)	7,395,683

Bahrain Family Leisure Company B.S.C.
Statement of cash flows for the year ended 31 December 2017
(Expressed in Bahrain Dinars)

	Notes	31 December 2017	31 December 2016
Operating activities			
Net profit for the year		1,017,877	155,631
Adjustments for:			
Depreciation on property, plant and equipment	5	117,993	119,977
Unrealised fair value (gain)/loss on financial assets at fair value through profit or loss	7	(904,288)	45,366
Amortisation of intangible assets	6	3,699	6,949
Interest income	18	(3,390)	(4,899)
Dividend income	18	(229,046)	(229,046)
Profit on disposal of property, plant and equipment	18	(4,440)	(3,050)
Changes in operating assets and liabilities:			
Inventories		(10,623)	(9,098)
Prepayments and other receivables		49,219	(20,197)
Trade and other payables		84,493	(36,420)
Employees' terminal benefits, net		10,823	9,741
Net cash provided by operating activities		132,317	34,954
Investing activities			
Purchase of property, plant and equipment	5	(312,924)	(4,110)
Purchase of Intangible assets	6	(22,723)	-
Proceeds from disposal of property, plant and equipment		4,440	3,050
Interest received	18	3,390	4,899
Dividend received	18	229,046	229,046
Net cash (used in)/provided by investing activities		(98,771)	232,885
Financing activities			
Dividends paid	20	(270,000)	-
Net cash used in financing activities		(270,000)	-
Net (decrease)/increase in cash and cash equivalents		(236,454)	267,839
Cash and cash equivalents, beginning of the year		585,857	318,018
Cash and cash equivalents, end of the year	10	349,403	585,857

1 Organisation and activities

Bahrain Family Leisure Company B.S.C. ("the Company") is a Bahraini public shareholding company registered with the Ministry of Industry and Commerce in the Kingdom of Bahrain. The Company obtained its commercial registration number 32196 on 13 July 1994.

The principal activities of the Company are operating restaurants, providing services related to family entertainment, supply of amusement related equipment and investing in businesses with similar objectives to those of the Company.

Until 2011, the Company operated two franchise restaurants, one under the name of "Ponderosa Steakhouse" and other under the name of "Bennigan's Restaurant". In 2012, the Company established a new restaurant under the name of "Cucina Italiana" and also started catering service under the name "Kazbah Catering". In 2014, "Ponderosa Steakhouse" has been closed and a new restaurant was opened under the name of "Bayti". In 2015, "Bayti" operations has been discontinued, however, its commercial registration is still active. In 2017, the Company has opened a new restaurant "Bennigan's Restaurant" (Amwaj).

The registered office of the Company is in the Kingdom of Bahrain.

Name and status of the divisions:

Name	Commercial registration number	Status
Bahrain Family Leisure Company	32196-01	Active
Kazbah	32196-04	Active
Ponderosa steak house	32196-05	Active
Kids Fun	32196-06	Active
Bennigan's	32196-07	Active
Cucina Italiana	32196-13	Active
Bayti	32196-14	Active

2 Basis of preparation

Statement of compliance

The financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as promulgated by the International Accounting Standards Board ("IASB"), interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), and in conformity with the Bahrain Commercial Companies Law, the Central Bank of Bahrain (CBB) Rule Book (applicable provisions of Volume 6) and CBB directives, regulations and associated resolutions, rules and procedures of the Bahrain Bourse.

Basis of presentation

The financial statements have been prepared using the going concern assumption under the historical cost convention except for investments classified as financial assets at fair value through profit or loss which are recorded at their fair market values at the statement of financial position date.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

The functional and presentation currency of the Company is Bahrain Dinars (BD).

2 Basis of preparation (continued)

Improvements/amendments to IFRS 2014/2016 and 2015/2017 cycle

Improvements/amendments to IFRS/IAS issued in 2015/2017 cycle contained numerous amendments to IFRS that the IASB considers non-urgent but necessary. 'Improvements to IFRS' comprise amendments that result in accounting changes to presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments are effective for the Company's annual audited financial statements beginning on or after 1 January 2017 and subsequent periods with earlier adoption permitted. No material changes to accounting policies are expected as a result of these amendments.

Standards, amendments and interpretations effective and adopted in 2017

None of the amendments to standards that were made effective and applicable to the Company in 2017 had any significant effect on these financial statements.

Standards, amendments and interpretations issued and effective in 2017 but not relevant

The following new standards, amendments to existing standards and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2017 or subsequent periods, but are not relevant to the Company's operations:

Standard or Interpretation	Title	Effective for annual periods beginning on or after
IAS 12	Income taxes	1 January 2017
IFRS 12	Disclosure of interest in other entities	1 January 2017

Standards, amendments and interpretations issued but not yet effective in 2017

The following new/amended accounting standards and interpretations have been issued, but are not mandatory for financial year ended 31 December 2017. They have not been adopted in preparing the financial statements for the year ended 31 December 2017 and are expected to affect the entity in the period of initial application. In all cases, the entity intends to apply these standards from application date as indicated in the table below:

Standard or Interpretation	Title	Effective for annual periods beginning on or after
IAS 12	Income taxes	1 January 2019
IAS 23	Borrowing costs	1 January 2019
IAS 28	Investments in associates and joint ventures	1 January 2018
IAS 40	Investment property	1 July 2018
IFRS1	First time adoption of International Financial Reporting Standards	1 January 2018
IFRS 2	Share-based payment	1 January 2018
IFRS 3	Business combinations	1 January 2019
IFRS 4	Insurance contracts	1 January 2018
IFRS 9	Financial Instruments	1 January 2018
IFRS 11	Joint arrangements	1 January 2019
IFRS 15	Revenue from contracts with customers	1 January 2018
IFRS 16	Leases	1 January 2019
IFRS 17	Insurance contracts	1 January 2021
IFRIC 22	Foreign currency transactions and advance consideration	1 January 2018
IFRIC 23	Uncertainty over income tax treatments	1 January 2019

2 Basis of preparation (continued)

Standards, amendments and interpretations issued but not yet effective in 2017 (continued)

There would have been no change in the operational results of the Company for the year ended 31 December 2017 had the Company early adopted any of the above standards applicable to the Company, except for IFRS 9, IFRS 15 and IFRS 16, the impact of which is being assessed by the Company.

Early adoption of amendments or standards in 2017

The Company did not early-adopt any new or amended standards in 2017.

3 Significant accounting policies

A summary of the significant accounting policies adopted in the preparation of these financial statements is set out below. These policies have been consistently applied to all the years presented, unless stated otherwise.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Cost includes all costs directly attributable to bringing the asset to working condition for its intended use.

Depreciation is calculated on the straight-line basis to write-off the cost of property, plant and equipment to their estimated residual values over their expected economic useful lives as follows:

Buildings on leasehold land	20 years
Kitchen equipment	3 - 7 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 years

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written-down immediately to its recoverable amount.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining net profit.

Repairs and renewals are charged to the statement of profit or loss and other comprehensive income when they are incurred.

Intangible assets

Intangible assets consist of fees paid for the acquisition of franchise rights and area development costs. The intangible assets with a finite useful life are capitalised and amortised using the straight-line method over the term of the franchise.

The carrying value of franchise rights is reviewed for impairment annually when the asset is not yet in use or more frequently when an indicator of impairment arises during the reporting year indicating that the carrying value may not be recoverable.

3 Significant accounting policies (continued)

Financial assets

The Company classifies its financial assets at fair value through profit or loss and loans and receivables. This classification depends on the purpose for which the asset is acquired.

a. Financial assets at fair value through profit or loss

All investments in equity instruments and contracts on those instruments are measured at fair value. Assets in this category are included in non-current assets unless management has the express intention of holding the investment for less than 12 months from the statement of financial position date, or unless they will need to be sold to raise operating capital, in which case they are included in current assets.

All purchases and sales of investments are recognised on the trade date, which is the date that the Company commits to purchase or sell the asset. Cost of purchase includes transaction costs. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has substantially transferred all the risks and rewards of ownership.

Financial assets at fair value through profit or loss are subsequently re-measured at their fair values and any changes in fair values of such investments, subsequent to initial recognition, are included in the statement of profit or loss and other comprehensive income.

b. Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

The Company's loans and receivables comprise other receivables and cash and cash equivalents in the statement of financial position.

Other receivables

Other receivables are carried at their anticipated realisable values. An allowance is made for impaired other receivables based on a review of all outstanding amounts at the year-end.

Cash and cash equivalent

For the purpose of the cash flows statement, cash and cash equivalent comprise cash on hand and bank balances.

Financial liabilities

The financial liabilities of the Company consist of trade and other payables. These financial liabilities are initially recognised at fair value and are subsequently re-measured at amortised cost using the effective interest method.

Trade and other payables

Trade and other payables are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

3 Significant accounting policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which is determined on the first in first out basis, comprises expenditure incurred in the normal course of business in bringing inventories to their present location and condition. Net realisable value is the estimate of the selling price in the ordinary course of business net of selling expenses. Where necessary, an allowance is made for obsolete, slow-moving and defective inventories. The stock is counted and verified on a monthly basis. The differences, if any, are updated in the system. The old/perishable items are written off on a periodic basis.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

Treasury shares

Shares of the Company re-acquired at the statement of financial position date are designated as treasury shares until these are reissued or cancelled. The nominal value of the treasury shares is shown as a deduction from reserves with the difference between the nominal value of the shares and the purchase price being adjusted against the capital reserve. The gains or losses on sale of treasury shares are recognised in the statement of changes in shareholders' equity.

Employees' terminal benefits

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-employment benefits

Employee benefits and entitlements to annual leave, holiday, air passage and other short-term benefits are recognised as they accrue to the employees. The Company contributes to the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain. This is a defined contribution pension plan and the Company's contributions are charged to the statement of profit or loss and other comprehensive income in the year to which they relate. In respect of this plan, the Company has a legal obligation to pay the contributions as they fall due and no obligation exists to pay the future benefits.

The expatriate employees of the Company are paid leaving indemnity in accordance with the provisions of the Bahrain Labour Law. The Company accrues for its liability in this respect on an annual basis.

3 Significant accounting policies (continued)

Revenue recognition

Revenue represents sale of food, beverages, entertainment and other miscellaneous income. Sales are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Dividend and other income are recognised when the Company's right to receive payment is established.

Operating leases

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

Foreign currency transactions

Foreign currency transactions are accounted for at the rates of exchange prevailing on the dates of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation, at the year-end rates, of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of profit or loss and other comprehensive income. Non monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

4 Critical accounting estimates and judgments

Preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The determination of estimates requires judgments which are based on historical experience, current and expected economic conditions, and all other available information. Actual results could differ from those estimates.

The most significant areas requiring the use of management estimates and assumptions relate to:

- economic useful lives of property, plant and equipment and intangible assets;
- fair value measurement;
- provisions;
- going concern; and
- contingencies.

Economic useful life of property, plant and equipment and intangible assets

Property, plant and equipment and Intangible assets are depreciated or amortised over their economic useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue or bring economic benefit to the Company. The economic useful lives are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the statement of profit or loss and other comprehensive income in specific periods.

4 Critical accounting estimates and judgments (continued)

Fair value measurement

A number of assets and liabilities included in the Company's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Company's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted)
Level 2: Observable direct or indirect inputs other than Level 1 inputs
Level 3: Unobservable inputs (i.e. not derived from market data)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur. The Company has only one category of financial assets which is carried at fair value on a recurring basis. Disclosure relating to fair value hierarchy and basis of measurement is included in Note 24.

Provisions

The Company creates provisions for impaired other receivables to account for estimated losses resulting from the inability of customers to make the required payments. At 31 December 2017, in the opinion of the Company's management, BD15,505 is required towards impaired trade receivables (2016: BD15,505). Management bases its estimate on current overall economic conditions, ageing of the other receivables balances, historical write-off experience, customer creditworthiness and changes in payment terms. Changes in the economy, industry or specific customer conditions may require adjustments to the impaired other receivables recorded in the financial statements.

The Company also creates provision for obsolete and slow-moving inventories. At 31 December 2017, no provision is required for the obsolete and slow-moving inventories (2016: BDNil). Estimates of net realisable value of inventories are based on the most reliable evidence available at the time the estimates are made. These estimates take into consideration fluctuations of price or cost directly relating to events occurring subsequent to the statement of financial position date to the extent that such events confirm conditions existing at the end of the period.

Going concern

The management of the Company reviews the financial position on a periodical basis and assesses the requirement of any additional funding to meet the working capital requirements and estimated funds required to meet the liabilities as and when they become due. In addition, the shareholders of the Company ensure that they provide adequate financial support to fund the requirements of the Company to ensure the going concern status of the Company.

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

5 Property, plant and equipment

	Buildings on leasehold land	Kitchen equipment	Furniture, fixtures and office equipment	Motor vehicles	Total
Cost					
At 31 December 2015	1,100,288	554,774	701,774	74,647	2,431,483
Additions during the year	-	-	4,110	-	4,110
Disposals during the year	-	-	-	(7,102)	(7,102)
At 31 December 2016	1,100,288	554,774	705,884	67,545	2,428,491
Additions during the year	-	46,631	264,553	1,740	312,924
Disposals during the year	-	-	(66,017)	(8,182)	(74,199)
At 31 December 2017	1,100,288	601,405	904,420	61,103	2,667,216
Accumulated depreciation					
At 31 December 2015	837,160	479,269	587,966	60,792	1,965,187
Charge for the year	48,209	15,345	51,418	5,005	119,977
On disposals	-	-	-	(7,102)	(7,102)
At 31 December 2016	885,369	494,614	639,384	58,695	2,078,062
Charge for the year	48,351	18,091	46,488	5,063	117,993
On disposals	-	-	(66,017)	(8,182)	(74,199)
At 31 December 2017	933,720	512,705	619,855	55,576	2,121,856
Net book value					
At 31 December 2017	166,568	88,700	284,565	5,527	545,360
At 31 December 2016	214,919	60,160	66,500	8,850	350,429

Depreciation on property, plant and equipment is charged in the statement of profit or loss and other comprehensive income as follows:

	Year ended 31 December 2017	Year ended 31 December 2016
Operating costs (Note 17)	110,553	105,855
Non-operating expenses	7,440	14,122
	117,993	119,977

Operating costs represent the depreciation on the property, plant and equipment of the restaurants.

The Company operates from premises leased at a monthly rent of BD14,431 (2016: BD10,361) per month.

6 Intangible assets

	31 December 2017	31 December 2016
Cost		
Opening balance	263,693	263,693
Additions during the year	22,723	-
Closing balance	286,416	263,693
Accumulated amortisation		
Opening balance	259,676	252,727
Amortisation charge for the year	3,699	6,949
Closing balance	263,375	259,676
Net book value	23,041	4,017

	31 December 2017	31 December 2016
Franchise fee	19,635	-
Computer software	3,406	4,017
	23,041	4,017

Intangible assets include franchise fees paid for the brand Bennigan's and computer software.

The carrying amount of intangible assets are reviewed annually and adjusted for impairment where considered necessary. Based on the undiscounted projected revenues for next five years, no impairment provision is considered necessary.

7 Financial assets at fair value through profit or loss account

	31 December 2017	31 December 2016
Opening balance	5,909,241	5,954,607
Unrealised fair value gain /(loss) (Note 18)	904,288	(45,366)
Closing balance	6,813,529	5,909,241

All the financial assets are denominated in Bahrain dinars and are considered non-current.

Financial assets at fair value through profit or loss account comprise equity securities listed on the stock exchange and are stated at fair value based on their quoted market price at the close of business on 31 December 2017.

8 Inventories

	31 December 2017	31 December 2016
Food	9,578	6,719
Beverage	18,911	12,286
Others	6,064	4,925
	34,553	23,930

9 Prepayments and other receivables

	31 December 2017	31 December 2016
Other receivables	36,747	38,782
Provisions for impaired other receivables	(15,505)	(15,505)
	21,242	23,277
Prepayments	74,306	56,110
Staff advances	356	336
Deposits	5,250	7,200
	101,154	86,923

The Company's prepayments and other receivables are denominated in Bahrain Dinars.

The movement in the provision for impaired other receivables is as follows:

	31 December 2017	31 December 2016
Opening balance	15,505	12,508
Provision for the year	-	2,997
Closing balance	15,505	15,505

In the opinion of the Company's management, the fair values of the other receivables are not expected to be significantly different from their carrying values as at 31 December 2017.

10 Cash and cash equivalents

	31 December 2017	31 December 2016
Fixed deposits	-	403,083
Call account balance*	476,223	222,393
Current account balance**	24,112	7,790
Cash on hand	1,900	1,250
Cash and bank balances	502,235	634,516
Restricted cash earmarked for the payment of unclaimed dividends (Note 15)	(152,832)	(48,659)
Cash and cash equivalents	349,403	585,857

* The call account balances bear interest at an effective rate ranging from 0.25% to 0.75% (2016: 0.225% to 0.425%) per annum.

** The current account balances with banks are non-profit bearing.

The fixed deposit, having a maturity of less than 90 days from the date of inception and earn interest rate of 1.5% per annum (2016: 1.5% per annum)

11 Share capital

	31 December 2017	31 December 2016
Authorised		
200,000,000 (2016: 200,000,000) ordinary shares of 100 fils each	20,000,000	20,000,000
Issued and fully paid-up		
40,000,000 (2016: 40,000,000) ordinary shares of 100 fils each	4,000,000	4,000,000

11 Share capital (continued)

Treasury shares

Treasury shares were acquired consistent with the Ministry of Industry and Commerce's approval to purchase up to 10% of the Company's issued and fully paid-up share capital. The nominal value of these shares has been disclosed as deduction from reserves. The difference between the nominal value of the acquired shares, and the purchase price, was credited to the capital reserve (Note 13).

Additional information on shareholding pattern

At 31 December, the names and nationalities of the major shareholders and the number of shares held in excess of 5% or more of the outstanding shares are as follows:

		2017		2016	
Major shareholders	Nationality	Number of shares	Percentage of shareholding interest	Number of shares	Percentage of shareholding interest
Others	Various	24,602,500	61.51%	24,605,625	61.51%
Gulf Hotels Group B.S.C.	Bahraini	9,700,000	24.25%	9,700,000	24.25%
Directors	Bahraini	1,697,500	4.24%	1,694,375	4.24%
		36,000,000	90.00%	36,000,000	90.00%
Treasury shares		4,000,000	10.00%	4,000,000	10.00%
		40,000,000	100.00%	40,000,000	100.00%

The Company has only one class of equity shares and the shareholders have equal voting rights.

The distribution pattern of the issued share capital, setting out the number of shareholders and the percentages broken down into the following categories are as follows:

	Number of shares		Number of shareholders		Percentage of total outstanding shares	
	2017	2016	2017	2016	2017	2016
Directors	1,697,500	1,694,375	7	7	4.24%	4.24%
Less than 1%	16,386,996	16,547,121	926	929	40.97%	41.37%
1% up to less than 10%	8,215,504	8,058,504	11	11	20.54%	20.14%
More than 20%	9,700,000	9,700,000	1	1	24.25%	24.25%
	36,000,000	36,000,000	945	948	90.00%	90.00%
Treasury shares	4,000,000	4,000,000	-	-	10.00%	10.00%
	40,000,000	40,000,000	945	948	100.00%	100.00%

11 Share capital (continued)

Details of directors' interests in the issued share capital of the Company are as follows:

	Number of shares	
	2017	2016
Abdul Latif Khalid Al Aujan	1,000,000	1,000,000
Adel Salman Kanoo	192,500	192,500
Bashar Mohammed Ali Alhassan	100,000	100,000
Sharif Mohammed Ahmadi	105,000	101,875
Garfield Jones *	100,000	100,000
Suresh Surana *	100,000	100,000
Aqeel Raees **	100,000	100,000
	1,697,500	1,694,375

*Nominee directors of Gulf Hotels Group B.S.C.

**Nominee directors of Gulf Hotels Group B.S.C. and he has resigned from has resigned from the Board on 8 June 2017.

12 Statutory reserve

Under the provisions of the Bahrain Commercial Companies Law Decree No. 21 of 2001, an amount equivalent to 10% of the Company's net profit before appropriations is required to be transferred to a non-distributable reserve account until such time as a minimum of 50% of the issued share capital is set aside. During the year, a transfer of BD101,788 has been made to the statutory reserve for the year ended 31 December 2017 (2016: BD15,563).

13 Capital reserve

Capital reserve represents the excess of nominal value of the shares over its purchase price of the treasury shares acquired (Note 11).

14 Employees' terminal benefits

Local employees

The contributions made by the Company towards the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain for the year ended 31 December 2017 amounted to BD3,376 (2016: BD3,781).

Expatriate employees

The movement in the leaving indemnity liability applicable to expatriate employees is as follows:

	31 December 2017	31 December 2016
Opening balance	63,322	53,581
Accruals for the year	19,033	17,031
Payments during the year	(8,210)	(7,290)
Closing balance	74,145	63,322
The number of staff employed by the Company	102	84

15 Trade and other payables

	31 December 2017	31 December 2016
Trade payables	116,473	73,451
Amounts due to related parties (Note 22)	3,011	1,670
Unclaimed dividends (Note 10 and breakdown below)	152,832	48,659
Accruals and other payables	237,624	142,135
Provision for leave salary and air passage	40,104	32,013
	550,044	297,928

Trade payables are denominated in Bahraini Dinars and are normally settled within 60 days of the suppliers' invoice date.

Amounts due to related parties are unsecured, bear no interest and have no fixed repayment terms.

In the opinion of the Company's management, the fair values of the trade and other payables approximate their carrying values.

A year wise break-down of the unclaimed dividends is as follows:

Relating to the year	31 December 2017	31 December 2016
2000	1,575	1,582
2001	1,382	1,390
2005	3,345	3,392
2008	10,825	10,868
2010	13,276	13,325
2012	17,779	18,102
2016	104,650	-
	152,832	48,659

16 Operating income

	Year ended 31 December 2017	Year ended 31 December 2016
Food sales	629,217	590,835
Beverages sales	629,427	556,038
Services charges	78,786	87,263
Toy machines sales	431	4,467
Cigarette sales	-	37
	1,337,861	1,238,640

17 Operating costs

	Year ended 31 December 2017	Year ended 31 December 2016
Staff costs	356,226	312,027
Food costs	173,520	165,835
Beverages costs	203,636	168,029
Depreciation of property, plant and equipment (Note 5)	110,553	105,855
Rent Expense	132,477	126,179
Other operating costs	201,753	181,324
	1,178,165	1,059,249

18 Investment and other income

	Year ended 31 December 2017	Year ended 31 December 2016
Unrealised fair value gain/(loss) on financial assets at fair value through profit or loss account (Note 7)	904,288	(45,366)
Dividend income	229,046	229,046
Interest income	3,390	4,899
Profit on disposal of property, plant and equipment	4,440	3,050
Miscellaneous income	671	6,212
	1,141,835	197,841

19 Basic and diluted earnings per share

Basic and diluted earnings per share are calculated by dividing the net profit or loss attributable to the shareholders by the weighted average number of ordinary shares in issue during the year, excluding the treasury shares purchased and held by the Company.

	Year ended 31 December 2017	Year ended 31 December 2016
Net profit attributable to the shareholders	1,017,877	155,631
Weighted average number of ordinary shares	36,000,000	36,000,000
Basic and diluted earnings per share	Fils 28.27	Fils 4.32

The Company does not have any potentially dilutive ordinary shares. Accordingly, the diluted earnings per share and basic earnings per share are identical.

20 Dividend

Declared and paid

A dividend of BD270,000 representing 7.5% of the total issued and fully paid-up share capital (net of treasury shares) of the Company for the year ended 31 December 2016 (2016: BDNil for the year ended 31 December 2015) was approved by the shareholders in the Annual General Meeting of the shareholders held on 15 March 2017, declared and subsequently paid in 2017.

Proposed by the Board of Directors

The Board of Directors do not propose to pay any further dividends to the shareholders for the year ended 31 December 2017 (2016: BD270,000). This is subject to the approval of shareholders in the annual general meeting.

21 Commitments

a) Operating lease commitments

The future aggregate minimum lease commitments under non-cancellable operating leases (Note 5) are as follows:

	31 December 2017	31 December 2016
Not later than 1 year	173,177	124,337
Later than 1 year but not later than 5 years	678,019	498,756
Later than 5 years	310,970	183,150
	1,162,166	806,243

b) Capital commitments

There are no capital commitments contracted for at the statement of financial position date (2016: BDNil).

22 Transactions and balances with related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include the major shareholders, directors, key management personnel and their close family members and such other companies over which the Company or its major shareholders, directors, key management personnel and their close family members can exercise significant influence or can be significantly influenced by those parties. Transactions with the related parties are authorised by the management and are on arm's length basis.

Transactions with related parties are as follows:

Related party	Related party relationship	Type of transaction	Year ended 31 December 2017	Year ended 31 December 2016
Directors	Directors	Attendance fees for attending Board meetings	33,750	25,450
Gulf Hotel Group	Shareholder	Staff salary	-	4,179
		AGM meeting hall rent etc.	1,214	1,194
		Staff expenses	276	1,245
Abdul Latif Al Aujan Food International	Common Shareholder	Purchase of food items	12,178	9,905
Bahrain Gas W.L.L.	Common Shareholder	Purchase of cooking gas	4,176	3,769

A summary of related party balances is as follows:

	Related party relationship	31 December 2017	31 December 2016
Amounts due to related parties (Note 15)			
Gulf Hotels Group B.S.C.	Shareholder	297	-
Abul Latif Al Aujan Food International	Common Shareholder	2,164	1,670
Bahrain Gas W.L.L.	Common Shareholder	550	-
		3,011	1,670

23 Segmental information

The Company's activities are restricted to operating restaurants and catering assignments which are subject to similar risks and returns. The Company also owns certain investments. The ownership and returns on these investments do not form separate financial segments, hence no business segmental information has been presented.

The Company operates only in the Kingdom of Bahrain and, hence, no geographical information is presented in these financial statements.

24 Financial assets and liabilities and risk management

Financial assets and liabilities carried on the statement of financial position include cash and cash equivalents, other receivables, financial assets through profit or loss and trade and other payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

Capital management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies and processes during the years ended 31 December 2017 and 2016.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, trade and other payables less cash and cash equivalents. Capital includes capital and reserves attributable to the shareholders of the Company.

	31 December 2017	31 December 2016
Trade and other payables	550,044	297,928
Less: Cash and cash equivalents	(502,235)	(634,516)
Net debt/(surplus)	47,809	(336,588)
Total capital	7,395,683	6,647,806
Capital and net debt	7,443,492	6,311,218
Gearing ratio	0.64%	-

The gearing ratio has not been calculated for the year ended 31 December 2016 as the Company has a surplus at the year-end.

Risk management is carried out by the Board of Directors, which has overall responsibility for the Company and oversight of the Company's risk management framework and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board receives monthly reports from the Company's Financial Controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The Board provides principles for overall risk management, as well as policies covering specific areas, such as credit risk, interest risk, foreign exchange risk and investment of excess liquidity.

Credit risk is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. Cash is placed with national and multi-national banks with good credit ratings. Concentrations of credit risk with respect to other receivables are limited. Due to this factor, management believes that no additional credit risk beyond amounts provided for collection losses are inherent in the Company's other receivables.

24 Financial assets and liabilities and risk management (continued)

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's call accounts earn fixed rates of interest. The negotiation only occurs when the fixed deposits are renewed on maturity. The Company's other assets and liabilities in the opinion of the management are not sensitive to interest rate risk.

The sensitivity of the statement of profit or loss and other comprehensive income due to the effect of reasonably possible changes in interest rates, with all other variables held constant, is not estimated to be significant by management.

Risk management

Currency rate risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's foreign currency transactions are predominantly in United States Dollars which is effectively pegged to the Bahrain Dinars. Accordingly, the management does not consider the Company to have a significant currency rate risk.

Liquidity risk, also referred to as funding risk, is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company's management monitors liquidity requirements on a regular basis to help ensure that sufficient funds are available to meet all liabilities as they fall due.

Price risk is the risk that the Company is exposed to investments held and classified on the statement of financial position as financial assets at fair value through profit or loss. The Company is not significantly exposed to commodity price risk. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Investment fair value sensitivity analysis designated in the statement of financial position as financial assets at fair value through profit or loss is as follows:

Description	Change	Impact on profits
Financial assets at fair value through profit or loss	+/-5%	+/- 340,676
Financial assets at fair value through profit or loss	+/-10%	+/- 681,353

Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial instruments not measured at fair value on recurring basis include other receivables, cash and cash equivalents and trade and other payables. In the opinion of the management, due to the short-term nature of these financial instruments, the fair value of these financial instruments is not significantly different from their carrying amounts as at 31 December 2017.

24 Financial assets and liabilities and risk management (continued)

The following table sets out the fair value hierarchy of financial instruments measured at fair value on recurring basis along with valuation techniques and significant unobservable inputs used in determining the fair value measurement of financial instruments as well as the inter-relationship between observable inputs and fair value:

	Fair value at 31 December 2017	Level of Hierarchy	Valuation technique used and key inputs	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value
Financial assets					
Quoted: Fair value through profit or loss	6,813,529 (2016: 5,909,241)	L1	Quoted prices from stock exchanges	Not applicable	Not applicable

There were no transfers between levels during the years 2017 and 2016.

25 Subsequent events

There were no significant events subsequent to 31 December 2017 and occurring before the date of signing of the financial statements that would have a significant impact on these financial statements.

26 Comparative balances

Certain comparative figures have been regrouped or reclassified, wherever necessary, to confirm with current year balances.