Company Registration No. 485994 (England and Wales)

WILTONS HOLDINGS LIMITED

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2014

WEDNESDAY

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DIRECTORS AND ADVISERS

Directors J D Hambro

Miss C S Hambro M C Hambro A J Steel

Secretary S Marti

Company number 485994

Registered office Ryder Court

14 Ryder Street London

SWIY 6QB

Independent Auditors Saffery Champness

Lion House Red Lion Street

London WC1R 4GB

CONTENTS

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditors' report	4 - 5
Consolidated profit and loss account	6
Balance sheets	7
Consolidated cash flow statement	8
Notes to the financial statements	9 - 20

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2014

The directors present their strategic report for the year ended 31 March 2014.

Review of the business

The year ended 31 March 2014 was another good year for the group despite recording a small net loss. Turnover increased by 4.5% and gross margins were maintained. Profit before taxation was down on 2013, from £98,979 to £17,897 after significant one-off expenditure. The directors are satisfied with the performance of the business in the year. The consolidated profit and loss account for the year is set out on page 6.

The group has policies and procedures in place to mitigate and manage its principal risks as part of normal business operations. The group's operations expose it to the normal mixture of interest rate, credit and liquidity risk.

Interest rate and liquidity risk arises on the group's cash and borrowings. Cash flow is monitored as part of day to day control procedures. The directors consider cash flow projections and requirements on a regular basis and ensure that appropriate facilities are available to be drawn upon as required.

The group's credit risk is primarily due to its trade debtors. The amount of exposure to any individual counterparty is subject to limits set by the directors and is carefully monitored.

Whilst the group monitors a variety of key performance indicators, the most important of these are sales and sales margin. The directors' analysis of the outturn based on these key performance indicators is that the group has performed well both in terms of previous years' results and expectations against budget.

On behalf of the board

A J Steel
Director

16 December 2014

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2014

The directors present their report and financial statements for the year ended 31 March 2014.

Principal activities

The principal activity of the group continued to be that of a licensed restaurant and holder of the leasehold property of Franco's restaurant.

Results and dividends

The consolidated profit and loss account for the year is set out on page 6.

Directors

The following directors have held office since 1 April 2013:

J D Hambro Miss C S Hambro M C Hambro A J Steel

Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company.

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). 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 group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2014

Statement of disclosure to auditors

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

On behalf of the board

A Miteel Director

16 December 2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILTONS HOLDINGS LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Wiltons Holdings Limited for the year ended 31 March 2014 set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and parent company's affairs as at 31 March 2014 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

INDEPENDENT AUDITORS' REPORT (continued) TO THE MEMBERS OF WILTONS HOLDINGS LIMITED

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Michael Di Leto (Senior Statutory Auditor) for and on behalf of Saffery Champness

16 December 2014

Chartered Accountants Statutory Auditors

Lion House Red Lion Street London WCIR 4GB

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2014

	Notes	2014 £	2013 £
Turnover	2	6,129,820	5,864,237
Cost of sales		(1,928,475)	(1,794,355)
Gross profit		4,201,345	4,069,882
Administrative expenses	,	(4,183,449)	(3,970,335)
Operating profit	3	17,896	99,547
Interest payable and similar charges	4		(568)
Profit on ordinary activities before taxation	3	17,896	98,979
Tax on profit on ordinary activities	5	(36,639)	(19,627)
(Loss)/profit on ordinary activities after taxation		(18,743)	79,352
Minority interests		6,865	(12,950)
(Loss)/profit for the financial year	6 & 16	(11,878)	66,402

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

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

The notes on pages 9 to 20 form part of these financial statements.

BALANCE SHEETS AS AT 31 MARCH 2014

		Gro	up	Comp	any
		2014	2013	2014	2013
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8	2,004,292	2,023,820	407,179	447,897
Investments	9	-	-	870,805	870,805
		2,004,292	2,023,820	1,277,984	1,318,702
Current assets				-	
Stocks	10	143,282	127,524	-	_
Debtors	11	810,774	602,997	1,253,376	1,245,831
Cash at bank and in hand		596,255	872,526	97,235	141,536
		1,550,311	1,603,047	1,350,611	1,387,367
Creditors: amounts falling due					
within one year	12	(2,339,323)	(1,807,498)	(2,840,227)	(2,214,157)
Net current liabilities		(789,012)	(204,451)	(1,489,616)	(826,790)
Total assets less current liabilities		1,215,280	1,819,369	(211,632)	491,912
Creditors: amounts falling due		•			
after more than one year	13		(600,000)	-	(600,000)
Provisions for liabilities	14	(82,713)	(68,059)	• -	-
		1,132,567	1,151,310	(211,632)	(108,088)
Conital and manages		. ====	****		
Capital and reserves Called up share capital	15	96,140	96,140	96,140	96,140
Share premium account	16	12,960	12,960	12,960	12,960
Other reserves	16	1,500	1,500	12,900	12,700
Profit and loss account	16	1,228,925	1,240,803	(320,732)	(217,188)
Shareholders' funds	18	1,339,525	1,351,403	(211,632)	(108,088)
Minority interests	17	(206,958)	(200,093)	(=1.,002)	-
		1,132,567	1,151,310	(211,632)	(108,088)

The notes on pages 9 to 20 form part of these financial statements. Approved by the Board and authorised for issue on 16 December 2014

Ay Steel
Director

Company Registration No. 485994

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014

	£	2014 £	£	2013 £
Net cash inflow from operating activities		571,302		226,232
Returns on investments and servicing of finance Interest paid			(568)	
Net cash outflow for returns on investments and servicing of finance		-		(568)
Taxation		(48,732)		(59,853)
Payments to acquire tangible assets	(198,841)		(35,564)	
Net cash inflow before management of liquid resources and financing		323,729		130,247
Repayment of other long term loans	(600,000)		-	
Decrease in cash in the year		(276,271)		130,247

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

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

1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 March 2014. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

1.4 Turnover

Turnover is attributable to the principal activities of the group and is stated gross of credit card commission and excluding VAT. Revenue is recognised at the point of sale in the restaurant.

1.5 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

1.6 Tangible fixed assets and depreciation

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

Land and buildings

Straight line over the length of lease remaining

Fixtures, fittings & equipment

Straight line over 3 - 10 years

1.7 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.8 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.9 Stock

Stock is valued at the lower of cost and net realisable value.

1.10 Deferred taxation

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

2 Turnover

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

3	Operating profit	2014	2013
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	218,369	226,472
	Operating lease rentals	252,000	252,000
	Fees payable to the group's auditor for the audit of the group's annual		
	accounts (company £7,500; 2013: £7,250)	26,150	25,550
	Accountancy work	59,576	33,000
			Marie Carlos Car
4	Interest payable	2014	2013
		£	£
	On bank loans and overdrafts	-	568

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

Taxation	2014 £	2013 £
Domestic current year tax		
U.K. corporation tax	20,471	36,232
Adjustment for prior years	1,514	
Total current tax	21,985	36,232
Deferred tax		
Deferred tax charge/credit current year	14,654	(16,605)
	36,639	19,627
Factors affecting the tax charge for the year Profit on ordinary activities before taxation	17,896	98,979
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.00% (2013 - 24.00%)	4,116	23,755
Effects of:		
Non deductible expenses	11,583	2,771
Depreciation add back	50,225	54,353
Capital allowances	(40,806)	(13,170)
Tax losses utilised	(3,245)	(28,722)
Adjustments to previous periods	1,514	-
Other tax adjustments	(1,402)	(2,755)
	17,869	12,477
Current tax charge for the year	21,985	36,232

6 Loss for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The loss for the financial year is made up as follows:

	2014 £	2013 £
Holding company's loss for the financial year	(103,544)	(81,101)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

7	Intangible fixed assets Group	·
		Goodwill £
	Cost	
	At 1 April 2013 & at 31 March 2014	143,021
	Amortisation	
	At 1 April 2013 & at 31 March 2014	143,021
	Net book value	
	At 31 March 2014	-
	At 31 March 2013	-
	•	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

8	Tangible fixed assets			
	Group			
		Land and buildings	Fixtures, fittings & equipment	Total
		. £	£	£
	Cost	2 277 044	1 21 1 450	4 500 414
	At 1 April 2013 Additions	3,377,964 116,456	1,211,450 82,385	4,589,414 198,841
	Additions	110,430	02,505	
	At 31 March 2014	3,494,420	1,293,835	4,788,255
	Depreciation			
	At 1 April 2013	1,471,315	1,094,279	2,565,594
	Charge for the year	138,053	80,316	218,369
	At 31 March 2014	1,609,368	1,174,595	2,783,963
	Net book value			
	At 31 March 2014	1,885,052	119,240	2,004,292
	At 31 March 2013	1,906,649	117,171	2,023,820
	Tangible fixed assets			
	Company			
				Land and buildings
	Cost			~
	At 1 April 2013 & at 31 March 2014			744,814
	Depreciation			
	At 1 April 2013			296,917
	Charge for the year			40,718
	At 31 March 2014			337,635
	Net book value			
	At 31 March 2014			407,179
	At 31 March 2013			447,897
			i .	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

9 Fixed asset investments

Company

Shares in group undertakings
£

Cost
At 1 April 2013 & at 31 March 2014

870,805

Net book value
At 31 March 2014

870,805

At 31 March 2013

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares hel	d
		Class	%
Subsidiary undertakings			
Wilton (St James's) Limited	United Kingdom	Ordinary	100.00
Franco's Limited	United Kingdom	Ordinary	80.00

The principal activity of these undertakings for the last relevant financial year was as follows:

	Principal activity
Wilton (St James's) Limited	Licensed restaurant
Franco's Limited	Licensed restaurant

10 Stocks

Sidera	Group		Company	
	2014	2013	2014	2013
•	£	. £	£	£
Finished goods and goods for resale	143,282	127,524	- =	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

Z014 Z013 Z014 £ £ £ Trade debtors 397,595 314,883 11,540 Amounts owed by group undertakings - - 1,167,500 1,16 Corporation tax 18,955 - 6,455 Called up share capital not paid 99 99 - Other debtors 85,216 55,790 4,881	Group Company	Grou	Debtors
Trade debtors 397,595 314,883 11,540 Amounts owed by group undertakings - - 1,167,500 1,16 Corporation tax 18,955 - 6,455 Called up share capital not paid 99 99 - Other debtors 85,216 55,790 4,881	•		
Amounts owed by group undertakings - - 1,167,500 1,16 Corporation tax 18,955 - 6,455 Called up share capital not paid 99 99 - Other debtors 85,216 55,790 4,881	£ £	£	
Corporation tax 18,955 - 6,455 Called up share capital not paid 99 99 - Other debtors 85,216 55,790 4,881	7,595 314,883 11,540 11,541	397,595	Trade debtors
Called up share capital not paid 99 99 - Other debtors 85,216 55,790 4,881	1,167,500 1,167,500	akings -	Amounts owed by group undertakings
Other debtors 85,216 55,790 4,881	8,955 - 6,455 -	18,955	Corporation tax
	99 99	99	Called up share capital not paid
Prepayments and accrued income 308,909 232,225 63,000	5,216 55,790 4,881 3,790	85,216	Other debtors
·	8,909 232,225 63,000 63,000	308,909	Prepayments and accrued income
810,774 602,997 1,253,376 1,24	0,774 602,997 1,253,376 1,245,831	810,774	

12 Creditors: amounts falling due within one year

	Grou	ıp	Comp	any
	2014	2013	2014	2013
	£	£	£	£
Trade creditors	785,110	386,199	96,243	80,628
Amounts owed to group undertakings		-	2,736,241	2,132,241
Corporation tax	20,471	28,264	-	(6,455)
Taxes and social security costs	208,541	210,809	-	-
Directors current accounts	812,073	812,073	-	-
Other creditors	228,521	178,830	2,603	2,603
Accruals and deferred income	284,607	191,323	5,140	5,140
	2,339,323	1,807,498	2,840,227	2,214,157

13 Creditors: amounts falling due after more than one year

	Grou	р	Comp	any
	2014	2013	2014	2013
	£	£	£	£
Directors' loans	-	600,000	-	600,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

14	Provisions for liabilities Group				
	- Comp				Deferred
					taxation
					£
	Balance at 1 April 2013		•		68,059
	Profit and loss account				14,654
	Balance at 31 March 2014				82,713
	The deferred tax liability is made up as f	ollows:			
		Group)	Compa	ny
		2014	2013	2014	2013
		£	£	£	£
	Accelerated capital allowances	82,713	68,059	-	-
15	Share capital			2014	2013
	Suar Corptini			£	£
	Allotted, called up and fully paid				
	96,140 ordinary shares of £1 each			96,140	96,140

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

16	Statement of movements on reserves Group			
	pı	Share remium account	(see below)	Profit and loss account
		£	£	£
	Balance at 1 April 2013 Loss for the year	12,960	1,500	1,240,803
	Balance at 31 March 2014	12,960	1,500	1,228,925
	Other reserves			
	Capital redemption reserve			
	Balance at 1 April 2013 & at 31 March 2014		1,500	
	Company			
			Share	Profit and
			-	loss account
	·		account £	£
	Balance at 1 April 2013		12,960	(217,188)
	Loss for the year		-	(103,544)
	Balance at 31 March 2014		12,960	(320,732)
17	Minority interests		2014	2013
			£	£
	Minority interests' share of net assets and liabilities in subsidiary	/		
	undertakings		(206,958)	(200,093)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

18	Reconciliation of movements in shareholders' funds Group	2014 £	2013 £
	(Loss)/Profit for the financial year	(11,878)	66,402
	Opening shareholders' funds	1,351,403	1,285,001
	Closing shareholders' funds	1,339,525	1,351,403
		2014	2013
	Company	£	£
	Loss for the financial year	(103,544)	(81,101)
	Opening shareholders' funds	(108,088)	(26,987)
٠	Closing shareholders' funds	(211,632)	(108,088)

19 Financial commitments

At 31 March 2014 the group had annual commitments under non-cancellable operating leases as follows:

	Land and b	uildings	Other	
	2014	2013	2014	2013
	£	£	£	£
Expiry date:				
Within one year	160,000	160,000	-	-
In over five years	175,000	175,000	-	-
			w	
	335,000	335,000	-	_

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

20 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2014 Number	2013 Number
Restaurant Staff	95	95
Employment costs	2014 £	2013 £
Wages and salaries Social security costs	1,933,874 82,440	1,987,811
	2,016,314	2,071,385

The directors of the holding company are not remunerated.

21 Control

The group is controlled by the directors.

22	Reconciliation of operating profit to net cash inflow from operating activities	2014	2013
		£	£
	Operating profit	(17,897)	99,547
	Depreciation of tangible assets	218,369	226,472
	(Increase) in stocks	(15,758)	(12,741)
	(Increase) in debtors	(188,409)	(11,364)
	Increase/(decrease) in creditors within one year	539,203	(75,682)
	Net cash inflow from operating activities	571,302	226,232

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2014

23	Analysis of net funds	1 April 2013	Cash flow	Other non-	31 March 2014
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	872,526	(276,271)	-	596,255
	Debts falling due after one year	(600,000)	600,000	-	-
	Net funds	272,526	323,729	-	596,255
24	Reconciliation of net cash flow to mover	nent in net funds		2014	2013
				£	£
	(Decrease)/increase in cash in the year			(276,271)	130,247
	Cash outflow from decrease in debt			600,000	
	Movement in net funds in the year			323,729	130,247
	Opening net funds			272,526	142,279
	Closing net funds			596,255	272,526

25 Related party relationships and transactions

Group

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with any wholly owned subsidiary undertaking.

During the year the group paid management charges of £75,000 (2013: £75,000) to James Hambro & Partners LLP.

At 31 March 2014 Wilton (St James's) Limited owed James Hambro and Partners LLP £37,500 (2013: £nil).

At 31 March 2014 Franco's Limited owed the estate of R A Hambro, who was a director of the company, £270,691 (2013: £270,691). At 31 March 2014 Franco's Limited owed J D Hambro, who is a director of the company, £270,691 (2013: £270,691). At 31 March 2014 Franco's owed J O Hambro Limited, a company in which the directors have an interest, £270,691 (2013: £270,691).

Company

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with any wholly owned subsidiary undertaking.