Companies House

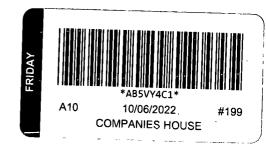
Registration number: 02529442

Sally Clarke Limited

Annual Report and Financial Statements

for the Year Ended 31 August 2021

Roberts & Co Chartered Accountants 136 Kensington Church Street London W8 4BH



Company Information

Directors

SV Clarke

JE Morton Morris

Company secretary

N Eastmond

Registered office

136 Kensington Church Street

London

W8 4BH

Auditors

Roberts & Co

Chartered Accountants

136 Kensington Church Street

London W8 4BH

Directors' Report for the Year Ended 31 August 2021

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

Director of the company

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

SV Clarke

JE Morton Morris

Principal activity

The principal activity of the company is as the holding company of a group trading as a restaurant, bakery and food retailer.

Disclosure of information to the auditors

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

Reappointment of auditors

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

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

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

N Eastmond

Company secretary

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

- · select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of Sally Clarke Limited

Opinion

We have audited the financial statements of Sally Clarke Limited (the 'company') for the year ended 31 August 2021, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 Section 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

Independent Auditor's Report to the Members of Sally Clarke Limited

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- · the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of director's remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [set out on page 3], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor Responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Independent Auditor's Report to the Members of Sally Clarke Limited

David Roberts (Senior Statutory Auditor)
For and on behalf of Roberts & Co

Chartered Accountants and Statutory Auditors

136 Kensington Church Street

London

W8 4BH -

7 June 2022

Profit and Loss Account for the Year Ended 31 August 2021

	Note	2021 £	2020 €
Turnover	;	492,351	506,438
Administrative expenses	<u></u>	(300,510)	(596,178)
Operating profit/(loss)		191,841	(89,740)
Other interest receivable and similar income	_	2,144	3,994
Interest payable and similar expenses		(113,603)	(123,991)
L. State of the st	; -	(111,459)	(119,997)
Profit/(loss) before tax	4 _	80,382	(209,737)
Profit/(loss) for the financial year	. =	80,382	(209,737)

The above results were derived from continuing operations.

(Registration number: 02529442) Balance Sheet as at 31 August 2021

	Note '	2021 £	2020 £
Fixed assets	٠.	•	
Tangible assets	5	4,611,685	4,792,009
Investments	6	446,005	446,005
		5,057,690	5,238,014
Current assets			
Debtors	7	2,712,238	2,562,246
Cash at bank and in hand		156	33,959
		2,712,394	2,596,205
Creditors: Amounts falling due within one year	8	(3,319,063)	(3,269,610)
Net current liabilities		(606,669)	(673,405)
Total assets less current liabilities		4,451,021	4,564,609
Creditors: Amounts falling due after more than one year	8 .	(2,815,083)	(3,009,053)
Net assets	•	1,635,938	1,555,556
Capital and reserves		* : :	
Called up share capital	9 .	73,960	73,960
Share premium reserve		116,010	116,010
Revaluation reserve		2,159,485	2,253,947
Profit and loss account		(713,517)	(888,361)
Shareholders' funds		1,635,938	1,555,556

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

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

8V Clarke Director

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

	Share capital £	Share premium £	Revaluation reserve	Profit and loss account	Total £
At 1 September 2020	73,960	116,010	2,253,947	(888,361)	1,555,556
Profit for the year	-	-	· _	80,382	80,382
Transfers between reserves	_		(94,462)	94,462	
Total comprehensive income			(94,462)	174,844	80,382
At 31 August 2021	73,960	116,010	2,159,485	(713,517)	1,635,938
	Share capital £	Share premium £	Revaluation reserve	Profit and loss account	Total £
At 1 September 2019	73,960	116,010	2,635,500	(1,060,177)	1,765,293
Loss for the year	-	-	-	(209,737)	(209,737)
Transfers between reserves			(381,553)	381,553	
Total comprehensive income			(381,553)	171,816	(209,737)
At 31 August 2020	73,960	116,010	2,253,947	(888,361)	1,555,556

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

1 General information

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

The address of its registered office is: 136 Kensington Church Street London W8 4BH

The principal place of business is: 122 & 124 Kensington Church Street London W8 4BH England

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

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

::

Statement of compliance

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

Basis of preparation

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

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

the company recognises revenue when: The amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the company's activities.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

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

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Freehold land Freehold buildings

Improvements to leasehold property

Depreciation method and rate

Not depreciated between 30 and 50 years 4 years straight line

Cash and cash equivalents

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

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

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

Share capital

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

3 Auditors' remuneration			
		2021 £	2020 £
Audit of the financial statements		3,500	3,500
Audit of the financial statements			3,300
	٠		
4 Profit/loss before tax	•		
Arrived at after charging		•	
	1.7	2021	2020
Depreciation expense		£ 180,324	167,093
5 Tangible assets	* **		
	T	Land and buildings £	Total
Cost or valuation At 1 September 2020		5,901,950	5,901,950
Cost or valuation At 1 September 2020 At 31 August 2021		5,901,950	5,901,950 5,901,950
At 1 September 2020			
At 1 September 2020 At 31 August 2021 Depreciation At 1 September 2020	·	5,901,950	5,901,950
At 1 September 2020 At 31 August 2021 Depreciation		5,901,950	5,901,950
At 1 September 2020 At 31 August 2021 Depreciation At 1 September 2020		5,901,950	5,901,950
At 1 September 2020 At 31 August 2021 Depreciation At 1 September 2020 Charge for the year		5,901,950 1,109,941 180,324	5,901,950 1,109,941 180,324
At 1 September 2020 At 31 August 2021 Depreciation At 1 September 2020 Charge for the year At 31 August 2021		5,901,950 1,109,941 180,324	5,901,950 1,109,941 180,324
At 1 September 2020 At 31 August 2021 Depreciation At 1 September 2020 Charge for the year At 31 August 2021 Carrying amount		5,901,950 1,109,941 180,324 1,290,265	5,901,950 1,109,941 180,324 1,290,265

Included within the net book value of land and buildings above is £4,250,136 (2020 - £4,394,288) in respect of freehold land and buildings and £361,549 (2020 - £397,721) in respect of improvements to leasehold premises

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

Revaluation

The fair value of the company's freehold property was revalued on 31 January 2020 by an independent valuer. Where the directors consider that there has been a material change in the valuation of the property between formal valuations they would then revalue the property to reflect its current market value.

The directors are satisfied that the value of the property is not less than the amount shown in the financial statements.

The name and qualification of the independent valuer are Savills Chartered Surveyors who are external to the company, in accordance with guidelines in issue by The Royal Institution of Chartered Surveyors.

Had this class of asset been measured on a historical cost basis, the carrying amount would have been £2,090,651 (2020 - £2,140,341).

6 Investments

Investments in subsidiaries		2021 £ 446,005	2020 £ 446,005
Subsidiaries		•	£
Cost or valuation At 31 August 2019 and 1 September 2018			446,005
Carrying amount			
At 31 August 2021	•		446,005
At 31 August 2020			446,005

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

Investments

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2021	2020
Sally Clarke Bakery Limited	England and Wales	Ordinary	80%	80%
Sally Clarke Restaurant Limited	England and Wales	Ordinary	100%	100%
Sally Clarke Retail Limited	England and Wales	Ordinary	100%	100%
Sally Clarke Kitchen Limited	England and Wales	Ordinary	100%	100%
Sally Clarke (Westbourne Grove) Limited	England and Wales	Ordinary	100%	100%

Subsidiary undertakings

Sally Clarke Bakery Limited

The principal activity of Sally Clarke Bakery Limited is as a commercial bakery.

Sally Clarke Restaurant Limited

The principal activity of Sally Clarke Restaurant Limited is as a restaurant.

Sally Clarke Retail Limited

The principal activity of Sally Clarke Retail Limited is as a food retailer.

Sally Clarke Kitchen Limited

The principal activity of Sally Clarke Kitchen Limited is as a commercial kitchen.

Sally Clarke (Westbourne Grove) Limited

The principal activity of Sally Clarke (Westbourne Grove) Limited is as a food retailer.

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

7 Debtors

	2021 £	2020 £
Trade debtors	·	49,873
Prepayments and accrued income	17,269	20,250
Other debtors	96,396	108,896
Amounts due from subsidiary companies	2,598,573	2,383,227
	2,712,238	2,562,246

Due after more than one year

£68,750 (2020 -£68,750) of other debtors is classified as due after more than one year.

8 Creditors

Creditors: amounts falling due within one year

		2021	2020
	Note	£	£
Due within one year			
Instalments of bank loans due within one year	10	195,637	183,614
Bank overdrafts	10	79,751	64,939
Unsecured loans	10	2,843,507	2,850,184
Trade creditors .		113,366	59,944
Taxation and social security		38,069	53,057
Accruals and deferred income		42,059	45,719
Other creditors		6,674	12,153
	=	3,319,063	3,269,610

Unsecured loans, all of which are subordinated to the bank loans, include an unsecured loan from the director, S.V. Clarke, amounting to £301,325 (2020 - £308,003). This loan is repayable on demand, subject to the foregoing.

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

Creditors: amounts falling due after more than one year

	Note	2021 £	2020 £
Due after more than one year			
Instalments of bank loans due between one and two years	10	211,983	221,947
Instalments of bank loans due between two and five years	10	2,403,933	2,597,106
Other creditors - loan not repayable by instalments	10	190,000	190,000
Bank loan due after more than five years	10	9,167	<u> </u>
		2,815,083	3,009,053

The bank loans amount to a total of £2,820,720 (2020 - £3,002,667) and £2,770,720 of these are secured by a legal first charge on the company's premises at 122 and 124 Kensington Church Street, London, and a fixed and floating charge on all of the assets of Sally Clarke Limited. These loans must be repaid in full no later than 24 March, 2025. Interest is payable at 3.63000% (2020 - 3.63000%) above the Bank of England base rate.

Included in other creditors is the loan granted by Sheila Margaret Clarke for £190,000 (2020 - £190,000). It was secured by a second legal charge over the freehold of 122 Kensington Church Street, London until 19th. December, 2016 when the security was surrendered. This loan was repayable on 1st January, 2016 and it had been extended indefinitely after forgoing £50,000 which was written back in the profit and loss account in the year ended 31st August, 2013. Following the surrender of the above security, the loan was rescheduled to run from 19th December, 2016 until 31st December, 2019. This was further rescheduled during the year to run from 1st January, 2020 until 31st December, 2022. Interest paid during the year was £950 (2020 - £7,917).

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

9 Share capital

Allotted, called up and fully paid shares

	2	021	20	20
	No.	£	No.	£
Ordinary shares of £1 each	73,960	73,960	73,960	73,960

The whole of the issued share capital (2020 - whole) is owned by the immediate parent, Lydling Holdings Limited (see note 13) and consequently no consolidated accounts are produced for the Sally Clarke group of companies.

10 Loans and borrowings

	2021 £	2020 £
Current loans and borrowings		·
Instalments of bank loans due within one year	195,637	183,614
Bank overdrafts	79,751	64,939
Unsecured loans	2,843,507	2,850,184
	3,118,895	3,098,737
	2021 £	2020 £
Non-current loans and borrowings		
Instalments of bank loans due after more than one year	2,625,083	2,819,053
Other creditors - loan not repayable by instalments	190,000	190,000
ii a dha	2,815,083	3,009,053

11 Operating lease commitments

At 31st August, 2021 the company had annual commitments under a non-cancellable lease as follows:

Land and buildings - expiry within one year £203,500 (2020 - £203,500).

Land and buildings - expiry within two and five years £203,500 (2020 - £203,500).

Land and buildings - expiry over five years £203,500 (2020 - £203,500).

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

12 Related party transactions

During the year the company entered into transactions in the ordinary course of business with related parties.

Rent and service charges received and incurred on behalf of and recharged to related parties are made at normal market prices. Outstanding balances with entities are unsecured (except as noted above) and interest free (except as noted above).

During the year, the company entered into transactions with a related party, Sally Clarke Bakery Limited, an 80% subsidiary undertaking.

Transactions entered into and balances outstanding at 31st August are as follows:-

2021	Entities with significant influence over the company £	Other related parties £	Sally Clarke Bakery Limited £
Loans received from related parties	-	-	-
Loans repaid to related parties	6,677	-	-
Loan interest paid to related parties	6,570	950	-
Rent and service charges received from related parties	144,934	• -	-
Rent and service charges incurred on behalf of and recharged to related parties	151,558	-	-
Amounts owed from related parties	-	-	697,221
Amounts owed to related parties	496,316	190,000	· -
2020	Entities with significant influence over the company	Other related parties £	Sally Clarke Bakery Limited £
Loans received from related parties	-	-	-
Loans repaid to related parties	26,098	-	-
Loan interest paid to related parties	6,570	7,917	-
Rent and service charges received from related parties	144,934		-
Rent and service charges incurred on behalf of and recharged to related parties	151,558	-	-
Amounts owed from related parties	49,874	-	599,837
Amounts owed to related parties	463,076	190,000	

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

13 Parent and ultimate parent undertaking

The company's immediate parent is Lydling Holdings Limited, incorporated in England and Wales.

The ultimate controlling party is Samuel Morton Morris.