

Financial Statements

The Simply Smart Group Limited

For the period ended 31 December 2015

Registered number: 04627313

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The Simply Smart Group Limited
Registered number: 04627313

Company Information

Directors	Sir F H Mackay B H C Watson
Company secretary	B H C Watson
Registered number	04627313
Registered office	Devon House Anchor Street Chelmsford Essex CM2 0GD
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 80 Compair Crescent Ipswich Suffolk IP2 0EH
Bankers	The Royal Bank of Scotland Leeds LS1 5QB

The Simply Smart Group Limited
Registered number: 04627313

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Strategic Report

For the period ended 31 December 2015

Business review

The Simply Smart Group Limited is the parent undertaking of a group engaged in the provision of contract catering services and high quality event catering services.

The company did not trade during the year.

The company forgave amounts owed by fellow group companies totalling £563,000 (£2014 - £nil).

Going concern

The financial statements show the company with net current liabilities but with net assets. The financial statements have been prepared on a going concern basis, which assumes that the company has sufficient resources to enable it to continue operating and to meet its liabilities as they fall due. The directors believe the going concern assumption to be appropriate for the reasons set out below.


As part of the Graysons Hospitality Limited group's banking arrangements, the company has entered into multi-lateral guarantee with the other companies in the group and as such the ultimate parent undertaking has pledged to continue to offer financial support for the foreseeable future in writing to the directors in a letter of support.

The group directors have prepared cash flow forecasts for 18 months from the date of signing these financial statements. The directors believe the forecasts to be prudent and have been sensitised to take account of known and potential risks. The underlying assumption is that the group will continue to trade at a similar level to that of its current position with a small improvement in margin and given the contractual nature of the group's business and based on the historical trading of those elements that are not contractual, the directors consider this assumption to be reasonable. These forecasts demonstrate the ability of the group to operate well within existing facilities. The Group's bankers have advised that they see no reason why those existing facilities will not continue to be available for the foreseeable future.

Further to this and not included in the forecasts referred to above the group has recently successfully secured significant new contracts that are expected to commence trading in the second half of 2016.

For the reasons laid out above the Board continues to adopt the going concern basis in preparing these financial statements.

This report was approved by the board on *15th June, 2016* and signed on its behalf.


Sir F H Mackay
Director

Directors' Report

For the period ended 31 December 2015

The directors present their report and the audited financial statements for the period ended 31 December 2015.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' reports may differ from legislation in other jurisdictions.

Directors

The directors who served during the year were:

Sir F H Mackay
B H C Watson

Disclosure of information to auditor

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The Simply Smart Group Limited

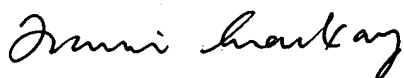
Directors' Report

For the period ended 31 December 2015

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 15th, June, 2016 and signed on its behalf.



Sir F H Mackay
Director



Independent Auditor's Report to the Members of The Simply Smart Group Limited

We have audited the financial statements of The Simply Smart Group Limited for the period ended 31 December 2015, which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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



Independent Auditor's Report to the Members of The Simply Smart Group 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Grant Thornton UK LLP

James Brown (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
Ipswich
Date:

16 June 2016

Profit and Loss Account

For the period ended 31 December 2015

		18 months ended 31 December 2015 £000	12 months ended 30 June 2014 £000
Exceptional administrative expenses		<u>(563)</u>	<u>-</u>
Operating loss	2	<u>(563)</u>	<u>-</u>
(Loss)/profit on ordinary activities before taxation		(563)	-
Tax on loss on ordinary activities	4	<u>-</u>	<u>-</u>
Loss for the financial period	9	<u>(563)</u>	<u>-</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the Profit and loss account.

The notes on pages 8 to 12 form part of these financial statements.


Balance Sheet

As at 31 December 2015

		31 December 2015	30 June 2014
	Note	£000	£000
Fixed assets			
Investments	5	1,681	1,681
Current assets			
Debtors	6	278	841
Creditors: amounts falling due within one year	7	(1,844)	(1,844)
Net current liabilities		(1,566)	(1,003)
Total assets less current liabilities		<u>115</u>	<u>678</u>
Capital and reserves			
Called up share capital	8	1	3,479
Share premium account		-	333
Profit and loss account	9	114	(3,134)
Shareholders' funds	10	<u>115</u>	<u>678</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

15th, June, 2016



Sir F H Mackay
Director

The notes on pages 8 to 12 form part of these financial statements.

Notes to the Financial Statements

For the period ended 31 December 2015

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The financial statements show the company with net current liabilities but with net assets. The financial statements have been prepared on a going concern basis, which assumes that the company has sufficient resources to enable it to continue operating and to meet its liabilities as they fall due. The directors believe the going concern assumption to be appropriate for the reasons set out below.

As part of the Graysons Hospitality Limited group's banking arrangements, the company has entered into multi-lateral guarantee with the other companies in the group and as such the ultimate parent undertaking has pledged to continue to offer financial support for the foreseeable future in writing to the directors in a letter of support.

The group directors have prepared cash flow forecasts for 18 months from the date of signing these financial statements. The directors believe the forecasts to be prudent and have been sensitised to take account of known and potential risks. The underlying assumption is that the group will continue to trade at a similar level to that of its current position with a small improvement in margin and given the contractual nature of the group's business and based on the historical trading of those elements that are not contractual, the directors consider this assumption to be reasonable. These forecasts demonstrate the ability of the group to operate well within existing facilities. The Group's bankers have advised that they see no reason why those existing facilities will not continue to be available for the foreseeable future.

Further to this and not included in the forecasts referred to above the group has recently successfully secured significant new contracts that are expected to commence trading in the second half of 2016.

For the reasons laid out above the Board continues to adopt the going concern basis in preparing these financial statements.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Notes to the Financial Statements

For the period ended 31 December 2015

2. Operating (loss)/profit

Audit fees of the company were borne by a fellow group company in 2015 and 2014.

Exceptional administrative expenses of £563,000 (2014 - £nil) relate to the forgiveness of amounts owed by fellow group companies.

3. Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2014 - £nil).

4. Taxation

Factors affecting tax charge for the period/year

The tax assessed for the period/year is higher than (2014 - the same as) the standard rate of corporation tax in the UK of 20.5% (2014 - 22.5%). The differences are explained below:

	18 months ended 31 December 2015 £000	12 months ended 30 June 2014 £000
Loss on ordinary activities before tax	(563)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2014 - 22.5%)	(115)	-
Effects of:		
Expenses not deductible for tax purposes	115	-
Current tax charge for the period/year (see note above)	-	-

5. Fixed asset investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 July 2014 and 31 December 2015	1,681
Net book value	
At 31 December 2015	1,681
At 30 June 2014	1,681

Notes to the Financial Statements

For the period ended 31 December 2015

5. Fixed asset investments (continued)

Subsidiary undertakings

The following were 100% subsidiary undertakings of the company:

Name	Class of shares
By Word of Mouth Limited	Ordinary
By Word of Mouth Fine Dining Limited (Dormant)	Ordinary
Graysons Venues Limited	Ordinary
Graysons Kitchen Limited (Dormant)	Ordinary
Simply Smart Dining Limited (Dormant)	Ordinary

6. Debtors

	31 December 2015 £000	30 June 2014 £000
Amounts owed by group undertakings	278	841

7. Creditors:

Amounts falling due within one year

	31 December 2015 £000	30 June 2014 £000
Amounts owed to group undertakings	1,844	1,844

8. Share capital

	31 December 2015 £000	30 June 2014 £000
Allotted, called up and fully paid		
120,049 Ordinary share of £0.01 each	1	1
Nil (2014 - 216,284) 'A' Ordinary shares of £0.01 each	-	2
Nil (2014 - 3,475,708) Deferred Ordinary shares of £1 each	-	3,476
	1	3,479

During the period, the company cancelled 216,284 'A' Ordinary £0.01 shares and 3,475,708 Deferred Ordinary £1 shares.

Notes to the Financial Statements

For the period ended 31 December 2015

9. Reserves

	Profit and loss account £000
At 1 July 2014	(3,134)
Loss for the period	(563)
Transfer between share premium and profit and loss account	333
Cancellation of shares	3,478
Transfer between reserves	
At 31 December 2015	<u>114</u>

In addition to the cancellation of share capital discussed in note 8, the company reduced its share premium from £332,970 to £nil in the period. This was transferred to the profit and loss account.

10. Reconciliation of movement in shareholders' funds

	31 December 2015 £000	30 June 2014 £000
Opening shareholders' funds	678	678
Profit/(loss) for the period	(563)	-
Shares cancelled during the period	(3,478)	-
Transfer of share capital to profit and loss account	3,478	-
Closing shareholders' funds	<u>115</u>	<u>678</u>

11. Contingent liabilities

The company has entered into a multi-lateral guarantee with other members of the group headed by the company's parent undertaking, Graysons Hospitality Limited. The potential liability as at 31 December 2015 in respect of this guarantee was £136,257 (2014 - £nil).

12. Related party transactions

The Company is a wholly owned subsidiary of Graysons Hospitality Limited, the group accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transaction with members of the Graysons Hospitality Limited group.

Notes to the Financial Statements

For the period ended 31 December 2015

13. Ultimate parent undertaking and controlling party

The immediate and ultimate parent company is Graysons Hospitality Limited and the controlling party is considered to be Sir Francis Mackay.

Graysons Hospitality Limited is incorporated in the United Kingdom.

The smallest and largest group for which consolidated accounts are prepared is that headed by Graysons Hospitality Limited.