

# Financial Statements

## The Simply Smart Group Limited

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**For the year ended 30 June 2014**

**Registered number: 04627313**

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## The Simply Smart Group Limited

# Company Information

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

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## Strategic Report

For the year ended 30 June 2014

### 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.

### Principal risks and uncertainties

The company has identified the principal risks that it faces as:

#### *Financial Instrument risks*

The company's principal financial instruments comprise cash and short term bank deposits. The company does not enter into derivative transactions. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken.

### Going concern

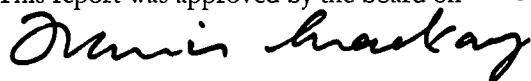
The financial statements have been prepared on a going concern basis, which assumes that the company has sufficient resources to enable it to continue operating and to meet its liabilities as they fall due. The directors believe the going concern assumption to be appropriate for the reasons set out below.

As part of the Graysons Hospitality 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 within existing facilities. Whilst the financial statements show that the company had net current liabilities, the ultimate parent undertaking has pledged to continue to offer financial support for the foreseeable future and has confirmed this in writing to the directors.

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 24<sup>th</sup> March 2015 and signed on its behalf.



Sir F H Mackay  
Director

# Directors' Report

**For the year ended 30 June 2014**

The directors present their report and the financial statements for the year ended 30 June 2014.

## **Directors**

The directors who served during the year were:

Sir F H Mackay  
B H C Watson

## **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.

## Directors' Report

For the year ended 30 June 2014

### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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 may differ from legislation in other jurisdictions.

### Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 24<sup>th</sup> March 2015 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 year ended 30 June 2014, 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 (APB'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](http://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 30 June 2014 and of its result 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 the Directors' report for the financial year 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: *25 March 2015*



## **Profit and Loss Account**

**For the year ended 30 June 2014**

	<b>Note</b>	<b>2014 £000</b>	<b>2013 £000</b>
Administrative expenses		-	(94)
<b>Operating profit/(loss)</b>	<b>2</b>	-	(94)
<b>Profit/(loss) on ordinary activities before taxation</b>		-	(94)
Tax on profit/(loss) on ordinary activities		-	-
<b>Profit/(loss) for the financial year</b>		-	(94)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

The company has not traded during the year. During this period, the company received no income and incurred no expenditure and therefore made neither profit or loss.

## Balance Sheet

As at 30 June 2014

	Note	£000	2014 £000	£000	2013 £000
<b>Fixed assets</b>					
Investments	4		1,681		1,681
<b>Current assets</b>					
Debtors	5	841		841	
<b>Creditors:</b> amounts falling due within one year	6	(1,844)		(1,844)	
<b>Net current liabilities</b>			(1,003)		(1,003)
<b>Net assets</b>			678		678
<b>Capital and reserves</b>					
Called up share capital	7		3,479		3,479
Share premium account			333		333
Profit and loss account			(3,134)		(3,134)
<b>Shareholders' funds</b>	8		678		678

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

24<sup>th</sup> March 2015



Sir F H Mackay  
Director

The notes on pages 8 to 10 form part of these financial statements.

# Notes to the Financial Statements

For the year ended 30 June 2014

## 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 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 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 within existing facilities. Whilst the financial statements show that the company had net current liabilities, the ultimate parent undertaking has pledged to continue to offer financial support for the foreseeable future and has confirmed this in writing to the directors.

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.

## 2. Operating profit/(loss)

Auditor remuneration of £1,000 (2013 - £2,000) represents costs allocated to the company for the year, all of which is borne by the ultimate undertaking.

# Notes to the Financial Statements

For the year ended 30 June 2014

## 3. Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2013 - £NIL).

## 4. Fixed asset investments

	Investments in subsidiary companies £000
<b>Cost or valuation</b>	
At 1 July 2013 and 30 June 2014	1,681
<b>Net book value</b>	
At 30 June 2014	1,681
At 30 June 2013	1,681

### 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

## 5. Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	841	841

## 6. Creditors:

### Amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to group undertakings	1,844	1,844

# Notes to the Financial Statements

For the year ended 30 June 2014

## 7. Share capital

	2014 £000	2013 £000
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1,000	1	1
1 'A' Ordinary share of £2,000	2	2
1 Deferred Ordinary share of £3,476,000	3,476	3,476
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	3,479	3,479
	<hr/>	<hr/>

## 8. Reconciliation of movement in shareholders' funds

	2014 £000	2013 £000
Opening shareholders' funds	678	772
Profit/(loss) for the year	-	(94)
	<hr/>	<hr/>
Closing shareholders' funds	678	678
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## 9. 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.

## 10. 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.