

**Company Registration No. 04766293**

**Image Restaurants Limited**

**Annual Report and Financial Statements**

**31 March 2012**



# **Image Restaurants Limited**

## **Report and financial statements 2012**

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# **Image Restaurants Limited**

## **Officers and professional advisers**

### **Directors**

D Gunewardena

D Loewi

A McLauchlan (resigned 23 December 2011)

### **Secretary**

A McLauchlan (resigned 23 December 2011)

### **Registered Office**

16 Kirby Street

London

EC1N 8TS

### **Auditor**

Deloitte LLP

Chartered Accountants

London

# **Image Restaurants Limited**

## **Directors' report (continued)**

The directors present their annual report and the audited financial statements for the year ended 31 March 2012

This directors' report has been prepared in accordance with the special provisions relating to small companies under s417 of the Companies Act 2006

### **Principal activity**

The principal activity of the company during the year continued to be that of a holding company

### **Results and dividends**

The loss for the year after taxation amounted to £nil (2011 £nil) The directors do not recommend the payment of a dividend (2011 £nil)

The directors do not intend to cease the company's operation and will continue as a holding company for future investments

### **Principal risks and uncertainties**

The company exists to hold investments in a subsidiary undertaking The principal risk therefore is the performance of the company's investments which the directors monitor regularly

### **Going concern basis**

The Company balance sheet showed net current liabilities of £209,000 (2011 £209,000) and net liabilities of £209,000 (2011 £209,000) The Company has received a commitment of ongoing financial support from its parent undertaking CGL Restaurant Holdings Limited, so as to enable the Company to meet its obligations as they fall due for at least the next 12 months from the date of approval of these financial statements

The directors remain optimistic over the future outlook of the trading performance of the business despite the challenging economic climate, but are alert to the fact that the parent undertaking's external loan facilities mature in September 2013 and that its access to an undrawn revolving credit facility will expire in March 2013 Details of these upcoming events are disclosed in note 17 to the consolidated financial statements of CGL Restaurant Holdings Limited, and the directors are aware of the associated liquidity and financial structure risks The directors are aware that the parent undertaking is actively considering strategies in order to mitigate the refinancing liquidity risk and remain confident that the directors of the parent undertaking will be able to execute a strategy in order to meet their liabilities as they fall due Further consideration ongoing concern is given in note 1 to the accounts

The directors have reviewed the current and projected financial position of the company and of the group the company belongs to, making reasonable assumptions about trading performance The directors have a reasonable expectation that the company will have access to adequate resources to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements

### **Directors**

The directors who served the company during the period are as listed on page 1

### **Directors' indemnities**

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

# Image Restaurants Limited

## Directors' report (continued)

### Directors' statements as to disclosure of information to auditor

The directors who were members of the board at the time of approving the Directors' Report are listed on page 1

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the 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 auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

### Auditor

Deloitte LLP have indicated their willingness to continue in office and a resolution to reappoint them as auditor will be put to the members at the Annual General Meeting

Approved by the Board and signed on its behalf by

D Gunewardena  
Director

31 August 2012

# **Image Restaurants Limited**

## **Statement of directors' responsibilities**

The directors are responsible 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 then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- 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 with reasonable accuracy at any time the financial position of the company and to 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 may differ from legislation in other jurisdictions.

## **Independent auditor's report to the members of Image Restaurants Limited**

We have audited the financial statements of Image Restaurants Limited for the year ended 31 March 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 10. 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 sections 495 and 496 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 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.

### **Opinion**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 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.

### ***Emphasis of matter – Going concern***

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company has net current liabilities of £209,000 and net liabilities of £209,000 as at 31 March 2012. These conditions, along with the other matters, referred to by the Directors within their report as well as explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The directors are of the view that the company remains a going concern and the financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

### **Opinion on matters prescribed in the Companies Act 2006**

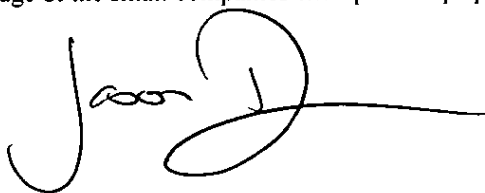
In our opinion the information in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditor's report to the members of Image Restaurants Limited (continued)**

### **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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

A handwritten signature in black ink, appearing to read 'Jason Davies', with a long horizontal flourish extending to the right.

Jason Davies (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom  
31 August 2012



# Image Restaurants Limited

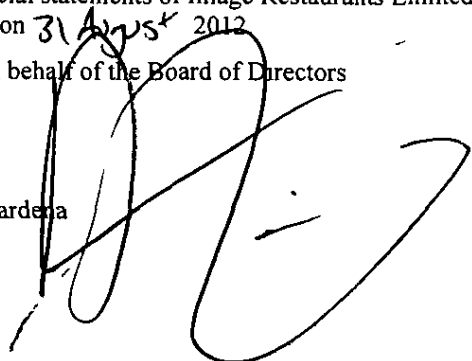
## Balance sheet 31 March 2012

	Notes	2012 £'000	2011 £'000
<b>Fixed assets</b>			
Investments	4	-	-
<b>Creditors: amounts falling due within one year</b>	5	(209)	(209)
<b>Net current liabilities</b>		(209)	(209)
<b>Total assets less current liabilities</b>		(209)	(209)
<b>Net liabilities</b>		(209)	(209)
<b>Shareholders' deficit</b>			
Called up share capital	6	68	68
Share premium	7	1,176	1,176
Profit and loss account	7	(1,453)	(1,453)
<b>Total shareholders' deficit</b>		(209)	(209)

The financial statements of Image Restaurants Limited, registered number 04766293 were approved by the Board of Directors on 31 Aug 2012

Signed on behalf of the Board of Directors

D Gunewardena  
Director



# **Image Restaurants Limited**

## **Notes to the financial statements Year ended 31 March 2012**

### **1. Accounting policies**

#### **Basis of preparation**

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

The accounting policies adopted by the company are set out below and have been applied consistently throughout the year and are consistent with the preceding year

#### **Going concern**

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report on pages 2 to 3. The company has net liabilities as at 31 March 2012 and is reliant on the continuing financial support of its parent company, CGL Restaurant Holdings Limited ("CGL"). CGL has committed to continue to provide financial support and will not demand repayment of the loan owing to it for at least twelve months from the date of the approval of the company's financial statements to the extent the company has no available cash flows to meet such repayment.

Although the directors are satisfied that adopting the going concern basis is appropriate, the combination of the circumstances discussed in the Directors' report represents a material uncertainty that may cast a significant doubt upon the parent undertaking's and company's ability to continue as a going concern and to realise their assets and discharge their liabilities in the normal course of business.

The financial statements do not include the adjustments that would result if either the Company or the parent undertaking were unable to continue as a going concern. Nevertheless, after making enquiries and considering the uncertainties described above, as well as the mitigating actions available to them and the existing loan facilities, the directors of both the Company and parent undertaking have a reasonable expectation that the Company and parent undertaking will have access to adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Consolidated financial statements**

The company is a wholly owned subsidiary of CGL Restaurant Holdings Limited and is exempt under Section 400 of the Companies Act 2006 from preparing group financial statements and as such the financial statements reflect the results of the company only.

#### **Investments**

Investments in subsidiary undertakings are stated at cost less any provision for impairment in value.

#### **Statement of cash flows**

The company is a wholly owned subsidiary of CGL Restaurant Holdings Limited and is exempt under the terms of Financial Reporting Standard No. 1 (Revised) from publishing a statement of cash flow.

# Image Restaurants Limited

## Notes to the financial statements Year ended 31 March 2012

### 1. Accounting policies (continued)

#### Taxation

Corporation tax payable is provided on taxable profits at the current rate, using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis

### 2. Profit and loss

The company did not trade during the current or previous period and has made neither a profit nor loss, nor any other recognised gain or loss

### 3. Audit fees

Audit fees of £3,000 (2011 £3,000) were paid for by the parent company, CGL Restaurant Holdings Limited in the current year

### 4. Fixed asset investments

	Subsidiary undertakings £'000
Cost	
At 31 March 2011 and 31 March 2012	73
Provision for impairment	
At 31 March 2011 and 31 March 2012	73
Net book value as at 31 March 2011 and 31 March 2012	-

The subsidiary undertakings include 100% ownership of shares in Moving Image Restaurants Limited, a company incorporated in the United Kingdom and registered in England and Wales operating as a restaurant

It also includes 100% ownership of shares in Mirror Image Restaurants Limited, a company incorporated in the United Kingdom and registered in England and Wales, that is now dormant

Full provisions for impairment have been made against the investment in and the loan to Mirror Image Restaurants Limited as the company no longer has the ability to repay the debt

# Image Restaurants Limited

## Notes to the financial statements Year ended 31 March 2012

### 5. Creditors: amounts falling due within one year

	2012 £'000	2011 £'000
Amounts owed to group undertakings	209	209

### 6. Authorised and issued share capital

	2012 £	2011 £
<b>Authorised</b>		
100,000 ordinary shares of £1 each	100,000	100,000
<b>Allotted, called up and fully paid</b>		
67,892 ordinary shares of £1 each	67,892	67,892

### 7. Reconciliation of shareholder's deficit and movements on reserves

	Called up share capital 2012 £'000	Share premium 2012 £'000	Profit and loss account 2012 £'000	Total shareholders' deficit 2012 £'000	Total shareholders' funds 2011 £'000
At 1 April 2012 and 31 March 2012	68	1,176	(1,453)	(209)	(209)

### 8. Contingent liabilities

The company, together with its ultimate parent undertaking and certain fellow subsidiaries, is party to an intercompany guarantee dated 13 September 2006 in favour of the governor and company of The Bank of Scotland given as security for debt facilities provided to the ultimate parent undertaking and its subsidiaries. As at the balance sheet date, the net amount due under these facilities was £27,084,000.

### 9. Related party transactions

No disclosure is made of transactions with other wholly owned group undertakings as permitted by Financial Reporting Standard No. 8.

There were no other material related party transactions.

### 10. Ultimate parent undertaking and controlling party

The company is a subsidiary undertaking of CGL Restaurant Holdings Limited, incorporated in the United Kingdom and registered in England and Wales. The results of the company are consolidated into the financial statements of CGL Restaurant Holdings Limited, the ultimate parent undertaking of the restaurants managed by D&D London Limited. CGL Restaurant Holdings Limited is the parent company of the smallest and largest group of which the company is a member. Copies of the financial statements of CGL Restaurant Holdings Limited can be obtained from 16 Kirby Street, London EC1N 8TS.