

Company registration number: 07734532

**ANNUAL REPORT AND FINANCIAL  
STATEMENTS**

**FOR THE PERIOD ENDED  
26 MARCH 2023**

**ROSA'S LONDON LIMITED**



**MENZIES**  
BRIGHTER THINKING

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# ROSA'S LONDON LIMITED

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## COMPANY INFORMATION

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**Directors**

F M Abouchalache  
G S Adair  
J P Dib  
A J D Moore  
R Rowland  
T J Taylor

**Registered number**

07734532

**Registered office**

26 Earham Street  
London  
WC2H 9LN

**Independent auditor**

Menzies LLP  
Chartered Accountants & Statutory Auditor  
1st Floor  
Midas House  
62 Goldsworth Road  
Woking  
Surrey  
GU21 6LQ

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# ROSA'S LONDON LIMITED

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# ROSA'S LONDON LIMITED

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## STRATEGIC REPORT FOR THE PERIOD ENDED 26 MARCH 2023

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### Introduction

The Directors present their Strategic Report and audited financial statements for the 52-week period ended 26 March 2023.

### Principal Activities

The Company operates a group of Thai restaurants under the trading name of 'Rosa's Thai'.

The Company's strategy is to continue to open earnings enhancing sites across the UK; whilst investing in the teams and processes needed to support that growth. At the same time the Company's focus remains on like for like growth in existing restaurants by maintaining and leveraging the quality of its offering.

### Business review and future developments

The trading results, balance sheet and other financial statements for the period are shown on pages 10 to 24. The Directors have not recommended a dividend for the year.

As can be seen in the KPI section below revenue has increased year on year. The year ended 26 March 2023 represents the first full year the Company has been able to trade without any Government imposed Covid-19 restrictions since the year ended 31 March 2019. Despite this trading conditions remained challenging, especially during the first part of the year, with reduced consumer confidence and footfall taking time to build back, alongside significant inflationary cost pressures, in part due to the Ukraine invasion. This has led to a reduction in profit year on year.

Our teams have remained resilient against this difficult backdrop and the Directors recognise the significant contribution this has had to the continued success of the business.

The Directors are pleased with the overall results for the year against this challenging backdrop and happy to report a further five new restaurants opened: York, Wimbledon, Nottingham, Exeter and Bath. The wider group also began operating in the United Arab Emirates.

The Company expects to continue opening new restaurants within the UK, including expanding its presence outside of London. Since the financial period ended two further new sites have opened, in Leamington Spa and Oxford, and several others are legally committed to, including two in Scotland. New banking facilities have been secured to support the ongoing openings.

At the year end there is a net current liability position of £6,099,168 (2022: £3,606,137). This is largely due to the bank loan, which was due for repayment in April 2024. This was repaid shortly after the year end, with new banking facilities secured. However, there is a strong net asset position of £4,688,883 (2022: £4,385,229). In addition, Rosa's London Limited has continued support from the TriSpan Rs Rt Group.

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# ROSA'S LONDON LIMITED

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## STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 26 MARCH 2023

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### Principal risks and uncertainties

#### *COVID-19 / future pandemics*

Whilst the World Health Organisation has now declared that Covid-19 no longer represents a global health emergency, there remains a risk of further imposed trade restrictions as a result of future outbreaks of Covid or other significant infectious diseases. It is reasonable to assume similar Government support measures would be implemented to help minimize the impact of such and the Company has established processes and procedures that could be easily reinstated.

#### *UK Economic Outlook*

Post-pandemic the UK economic environment has worsened, with inflationary cost pressures exacerbated by the conflict in Ukraine and rising interest rates implemented by the Bank of England in a bid to curb the inflation being seen. Consumer disposable income is expected to be impacted by this. For most eating out remains discretionary spend so some short-term market contraction is expected, however economists are no longer forecasting the economy to fall into recession and inflation is widely predicted to fall.

#### *Terrorism*

The business has terrorism insurance cover for all site and the Directors believe the geographical spread of sites across London and increasingly other parts of the UK would help lessen the impact of any event happening near any one of the current sites.

#### *Exchange Rates*

The Company buys ingredients from the EU and Thailand and is therefore exposed to exchange rate risk, with increased costs having been seen since the Brexit vote in 2016. The management team have worked hard, with some considerable success, to minimise the impact by changing suppliers and renegotiating contracts. However, there remains a near-term risk of the Pound falling further against the Euro and Dollar, pushing up the supply prices of meat and other ingredients from the EU and Thailand respectively.

#### *Operational Risk*

The business is multi-faceted in its operations and therefore inherently has many operational risk categories. Key risks in this area include our ability to retract and retain talent, both back and front of house, and an increased responsibility to protect our teams and customers. Brexit and subsequently COVID-19 has led to increased competition for employees, with a reduction in the available work pool due to migration movements. The Company invests heavily in people, technology, and training to mitigate such risks, and we also hold a sponsorship visa to assist us in filling critical wok chef roles. The business uses several external partners to assist us in monitoring and developing our practices in these areas.

#### *Liquidity and Financing Risk*

There is little by way of day-to-day credit risk in the business as the vast majority of customers pay at the point of sale. As the business continues to expand stringent liquidity management for both capital spending and operations remain vital. The business currently has a modest level of debt and attempts to maintain healthy cash balances, which the Directors believe is a prudent approach to the current market conditions. Additional debt facilities have been agreed since the end of the financial year and whilst the business remains at a low leverage level the increasing interest rates mean debt is more expensive currently. Interest rates are now forecast to start reducing in the latter part of 2023.

#### *Cost pressures*

As for other businesses in the sector, the Company is affected by cost inflationary pressures, especially on key lines such as labour, food, and utilities. Career development pathways and competitive remuneration packages support improved recruitment and retention levels, and supply chain management measures including consolidation and contracted price negotiations help to mitigate some of these pressures.

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# ROSA'S LONDON LIMITED

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## STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 26 MARCH 2023

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### Financial key performance indicators

The Directors consider the following information to be key indicators of the Company's performance;

	2023	2022
	£	£
Sales	35,580,690	27,228,826
Adjusted EBITDA	3,159,192	2,986,644
Number of staff	623	479
Number of restaurants	34	32

EBITDA reported is an adjusted EBITDA, with management charges, exceptional costs, pre-opening costs and bank fees added back.

Non-financial KPIs are largely focused on employee and customer experiences. Internal and external CPIs measures have all shown improvement over the year, whilst further details of the KPIs in respect of our teams are included within the Directors' Report

This report was approved by the board and signed on its behalf.

DocuSigned by:

*Gavin S Adair*

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**G S Adair**  
Director

Date: 03-Aug-2023

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# ROSA'S LONDON LIMITED

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## DIRECTORS' REPORT FOR THE PERIOD ENDED 26 MARCH 2023

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The directors present their report and the financial statements for the period ended 26 March 2023.

### Directors

The directors who served during the period were:

F M Abouchalache  
G S Adair  
J P Dib  
A J D Moore  
R Rowland  
T J Taylor

### 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements 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 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.

### Disclosure of information in the Strategic Report

In accordance with Section 414C(ii) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 the Strategic Report preceding the Directors' Report includes information that would have formerly have been included in the business review and the principal risk and uncertainties sections of the Directors' Report.

### Future developments

The Group expects to continue its expansion plans by opening six to eight new restaurants each year, with a broader geographical spread across the UK.

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# ROSA'S LONDON LIMITED

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## DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 26 MARCH 2023

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### Employees

The average number of employees and their remuneration is set out in Note 7 of the financial statements.

The Company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately filled by a disabled person. Where existing employees become disabled, it is the Company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

During the period the policy of providing employees with information about the Company has been continued through internal media methods in which employees have also been encouraged to present their suggestions and views on the Company's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

### 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 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 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.

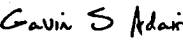
### Post balance sheet events

There have been no significant events affecting the Company since the year end.

### Auditor

Under section 487(2) of the Companies Act 2006, Menzies 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 and signed on its behalf.

DocuSigned by:  
  
.....1CCAB8A618B8422.....  
**G S Adair**  
Director

Date: 03-Aug-2023



# ROSA'S LONDON LIMITED

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSA'S LONDON LIMITED

### Opinion

We have audited the financial statements of Rosa's London Limited (the 'Company') for the period ended 26 March 2023, which comprise the Statement of Income and Retained Earnings, the Statement of Financial Position and the related notes, 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 Financial Reporting Standard 102 '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 26 March 2023 and of its profit 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.

### 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's 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 United Kingdom, including the Financial Reporting Council'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 directors' 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 financial statements are 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. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

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## ROSA'S LONDON LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSA'S LONDON LIMITED (CONTINUED)

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#### **Opinion on other matters prescribed by the Companies Act 2006**

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

- 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; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

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

We have nothing to report in respect of the following matters in relation to which 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.

#### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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.

# ROSA'S LONDON LIMITED

**MENZIES**  
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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSA'S LONDON LIMITED (CONTINUED)

### Auditor's 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

The Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation. We determined that the following laws and regulations were most significant including:

- The Companies Act 2006;
- Food Safety Act 1990;
- UK health and safety legislation;
- UK employment legislation; and
- General Data Protection Regulations.

We understood how the Company is complying with those legal and regulatory frameworks by, making inquiries to management, those responsible for legal and compliance procedures.

The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations. The assessment did not identify any issues in this area.

We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included:

- Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
- Understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
- Challenging assumptions and judgements made by management in its significant accounting estimates; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations;

As a result of the above procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas:

- Posting of journals to the accounting software which are of a non-routine nature in terms of timing and amount.
- Estimates adopted by management in connection with the recognition of certain provisions and accruals; and
- Fraudulent manipulation of revenue.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's Report.

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ROSA'S LONDON LIMITED

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSA'S  
LONDON LIMITED (CONTINUED)

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**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.

DocuSigned by:

*Tom Woods*

186D235652864A4  
Tom Woods ACA (Senior statutory auditor)

for and on behalf of  
**Menzies LLP**

Chartered Accountants  
Statutory Auditor

1st Floor  
Midas House  
62 Goldsworth Road  
Woking  
Surrey  
GU21 6LQ

Date: 04-Aug-2023

# ROSA'S LONDON LIMITED

## STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE PERIOD ENDED 26 MARCH 2023

	Note	26 March 2023 £	27 March 2022 £
Turnover	4	36,580,690	27,228,826
Cost of sales		(24,179,322)	(18,430,564)
<b>Gross profit</b>		<b>12,401,368</b>	<b>8,798,262</b>
Administrative expenses		(11,733,053)	(8,655,245)
Exceptional administrative expenses	5	(155,621)	(123,569)
Other operating income	6	100,000	733,061
<b>Operating profit</b>	7	<b>612,694</b>	<b>752,509</b>
Interest receivable and similar income	10	-	806
Interest payable and expenses	11	(238,232)	(145,107)
<b>Profit before tax</b>		<b>374,462</b>	<b>608,208</b>
Tax on profit	12	(27,977)	(195,525)
<b>Profit after tax</b>		<b>346,485</b>	<b>412,683</b>
Retained earnings at the beginning of the period		2,216,154	1,803,471
		2,216,154	1,803,471
Profit for the period		346,485	412,683
<b>Retained earnings at the end of the period</b>		<b>2,562,639</b>	<b>2,216,154</b>
The notes on pages 12 to 23 form part of these financial statements.			

# ROSA'S LONDON LIMITED

REGISTERED NUMBER:07734532

## STATEMENT OF FINANCIAL POSITION AS AT 26 MARCH 2023

	Note	26 March 2023 £	27 March 2022 £
<b>Fixed assets</b>			
Tangible assets	13	13,517,334	11,392,557
		<u>13,517,334</u>	<u>11,392,557</u>
<b>Current assets</b>			
Stocks	14	1,298,964	953,119
Debtors: amounts falling due after more than one year	15	522,944	413,074
Debtors: amounts falling due within one year	15	1,749,866	1,484,050
Cash at bank and in hand		1,434,318	1,245,834
		<u>5,006,092</u>	<u>4,096,077</u>
Creditors: amounts falling due within one year	16	(10,472,592)	(7,702,214)
<b>Net current liabilities</b>		<u>(5,466,500)</u>	<u>(3,606,137)</u>
<b>Total assets less current liabilities</b>		<u>8,050,834</u>	<u>7,786,420</u>
Creditors: amounts falling due after more than one year	17	(1,461,904)	(1,781,260)
<b>Provisions for liabilities</b>			
Deferred tax	18	(407,106)	(379,129)
Other provisions	19	(1,450,110)	(1,240,802)
		<u>(1,857,216)</u>	<u>(1,619,931)</u>
<b>Net assets</b>		<u>4,731,714</u>	<u>4,385,229</u>
<b>Capital and reserves</b>			
Called up share capital	20	1,574,696	1,574,696
Share premium account	21	594,379	594,379
Profit and loss account	21	2,562,639	2,216,154
		<u>4,731,714</u>	<u>4,385,229</u>

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

DocuSigned by:

Gavin S Adair

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G S Adair

Director

Date: 03-Aug-2023

The notes on pages 12 to 23 form part of these financial statements.

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# ROSA'S LONDON LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

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### 1. General information

Rosa's London Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of its registered office is disclosed on the company information page. The Company does not have a principal place of business.

The principal activities of the Company are set out in the strategic report.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Spice Holding Ltd as at 26 March 2023 and these financial statements may be obtained from Companies House.

#### 2.3 Turnover

Turnover represents the amounts receivable for food and beverages sold, net of VAT and discounts.

Revenue is recognised at the point of sale.

The turnover and operating profit for the period was principally derived from the Company's principal continuing activity which was wholly carried out in the UK.

#### 2.4 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

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# ROSA'S LONDON LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

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### 2. Accounting policies (continued)

#### 2.5 Pensions

##### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

#### 2.6 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### 2.7 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.



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# ROSA'S LONDON LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

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### 2. Accounting policies (continued)

#### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance basis.

Depreciation is provided on the following basis:

Leasehold buildings	- Over the length of the lease of the asset
Plant and machinery	- 20% of the written down value per annum

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### 2.9 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

#### 2.10 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation:

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

Dilapidation provisions have been made on the future expected costs required to restore the Company's leased properties to their fair condition at the end of their respective lease terms, where it is considered a reliable estimate can be made. The estimated costs have been capitalised and are being amortised over the life of the respective leases.

#### 2.11 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the accounts and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates. The key estimates are set out below:

Estimates:

#### a) Dilapidations provision

The Company includes a provision for dilapidations within the Statement of Financial Position. Dilapidation provisions are based on an estimate of the future expected cost of returning restaurant sites to their previous states, as required by the leases to which they relate. The estimated costs are discounted to their present value and unwound over the length of the respective leases. Amortisation of the tangible fixed asset component is released to the Statement of Income and Retained Earnings over the same period. We have used 2% inflation in the dilapidation's calculation. This is still deemed appropriate even in light of the current high-level of inflation, as the Bank of England is expecting inflation to fall quickly to around 5% by the end of 2023 and then be 2% by late 2024. If an inflation rate of 4% was used in the calculation, which is the average inflation rate for the past 3 years, the provision would increase to £1,788,295. However, this is deemed to be the worst-case scenario which is considered unlikely.

### 4. Turnover

An analysis of turnover by class of business is as follows:

	2023 £	2022 £
Restaurant sales of food and drink	36,381,197	27,102,531
Other sales	174,988	126,295
Interco	24,505	-
	<u>36,580,690</u>	<u>27,228,826</u>

All turnover arose within the United Kingdom.

### 5. Exceptional items

	2023 £	2022 £
Abortive costs	155,621	123,569
	<u>155,621</u>	<u>123,569</u>

Exceptional items were recognised in respect of costs incurred with aborted deal costs regarding new investments.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 6. Other operating income

	2023 £	2022 £
Other operating income	100,000	240,662
Government grants receivable	-	492,399
	<u>100,000</u>	<u>733,061</u>

### 7. Operating profit

The operating profit is stated after charging:

	2023 £	2022 £
Auditors' remuneration	22,000	21,750
Rent - operating leases	2,906,787	2,464,773
Depreciation charge	1,849,308	1,683,719
Savings in respect of business rates relief	(110,000)	(545,000)
Dilapidation provision unwinding	73,204	55,756

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the Group accounts of the parent company.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 8. Employees

Staff costs, including directors' remuneration, were as follows:

	2023 £	2022 £
Wages and salaries	12,242,726	9,394,382
Social security costs	992,042	704,636
Cost of defined contribution scheme	144,791	107,937
	<u>13,379,559</u>	<u>10,206,955</u>

The average monthly number of employees, including the directors, during the period was as follows:

	2023 No.	2022 No.
Head office	25	19
Restaurant	598	460
	<u>623</u>	<u>479</u>

Employee numbers disclosed in the above are inclusive of unpaid non-executive directors.

### 9. Directors' remuneration

	2023 £	2022 £
Directors' emoluments	210,500	209,650
Company contributions to defined contribution pension schemes	2,789	2,891
	<u>213,289</u>	<u>212,541</u>

The highest paid director received remuneration of £192,500 (2022: £189,625).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £2,201 (2022: £2,201).

### 10. Interest receivable

	2023 £	2022 £
Other interest receivable	-	806
	<u>-</u>	<u>806</u>

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 11. Interest payable and similar expenses

	2023 £	2022 £
Bank interest payable	238,232	145,107
	<u>238,232</u>	<u>145,107</u>

### 12. Taxation

	2023 £	2022 £
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	27,977	137,544
Effect of tax rate change on opening balance	-	57,981
<b>Total deferred tax</b>	<u>27,977</u>	<u>195,525</u>
<b>Taxation on profit on ordinary activities</b>	<u>27,977</u>	<u>195,525</u>

#### Factors affecting tax charge for the period

The tax assessed for the period is lower than (2022 -higher than) the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

	2023 £	2022 £
Profit on ordinary activities before tax	374,462	608,208
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2022 -19%)	71,148	115,560
<b>Effects of:</b>		
Expenses not deductible for tax purposes	26,681	8,940
Fixed asset differences	(76,276)	(19,985)
Remeasurement of deferred tax for changes in tax rates	3,283	91,010
Adjustments to tax charge in respect of previous periods	3,141	-
<b>Total tax charge for the period</b>	<u>27,977</u>	<u>195,525</u>

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 13. Tangible fixed assets

	Leasehold land and buildings, fixtures and fittings £	Plant and machinery £	Total £
<b>Cost or valuation</b>			
At 27 March 2022	14,429,746	3,528,583	17,958,329
Additions	2,765,739	1,208,346	3,974,085
At 26 March 2023	17,195,485	4,736,929	21,932,414
<b>Depreciation</b>			
At 27 March 2022	4,726,428	1,839,344	6,565,772
Charge for the period on owned assets	1,121,338	727,970	1,849,308
At 26 March 2023	5,847,766	2,567,314	8,415,080
<b>Net book value</b>			
At 26 March 2023	11,347,719	2,169,615	13,517,334
At 27 March 2022	9,703,318	1,689,239	11,392,557

### 14. Stocks

	26 March 2023 £	27 March 2022 £
Raw materials and consumables	1,298,964	953,119
	1,298,964	953,119

There is no material difference between the book value of the stock and its replacement value.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 15. Debtors

	26 March 2023 £	27 March 2022 £
<b>Due after more than one year</b>		
Other debtors	522,944	413,074
	<u>522,944</u>	<u>413,074</u>
<b>Due within one year</b>		
Trade debtors	705,980	559,161
Amounts owed by group undertakings	52,226	156,574
Other debtors	253,793	147,275
Prepayments and accrued income	737,867	621,040
	<u>1,749,866</u>	<u>1,484,050</u>

### 16. Creditors: Amounts falling due within one year

	26 March 2023 £	27 March 2022 £
Bank loans	1,771,315	2,128,117
Trade creditors	2,398,683	1,712,900
Amounts owed to group undertakings	370,674	437,521
Other taxation and social security	1,823,029	767,628
Other creditors	1,525,040	1,118,750
Accruals and deferred income	2,583,851	1,537,298
	<u>10,472,592</u>	<u>7,702,214</u>

The Company has provided security to its lenders by way of a fixed and floating charge over all of its property and undertakings.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 17. Creditors: Amounts falling due after more than one year

	26 March 2023 £	27 March 2022 £
Bank loans	1,461,904	1,781,260
	<u>1,461,904</u>	<u>1,781,260</u>

The Company has provided security to its lenders by way of a fixed and floating charge over all of its property and undertakings.

### 18. Deferred taxation

	2023 £
At beginning of period	(379,129)
Charged to profit or loss	(27,977)
At end of period	<u>(407,106)</u>

The provision for deferred taxation is made up as follows:

	26 March 2023 £	27 March 2022 £
Fixed asset timing differences	(787,308)	(652,306)
Short term timing differences	3,790	4,539
Losses and other deductions	376,412	268,638
	<u>(407,106)</u>	<u>(379,129)</u>



# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 19. Provisions

	Provision for Dilapidations £
At 27 March 2022	1,240,802
Utilised in period	209,308
<b>At 26 March 2023</b>	<b>1,450,110</b>

The provision recognised for dilapidations is an estimate of the costs which would be incurred to bring leasehold property back to its original state. The final cost incurred could differ from that provided for, and the timing of the release of the provision may also differ from that expected depending on the final exit date from the leasehold premises.

### 20. Share capital

	26 March 2023 £	27 March 2022 £
<b>Allotted, called up and fully paid</b>		
1,574,696 (2022 -1,574,696) Ordinary shares of £1.00 each	<b>1,574,696</b>	<b>1,574,696</b>

Ordinary Shares carry full voting rights, and the right to participate pari passu in any and all dividend and other distributions, including any distribution on the sale or winding up of the Company.

### 21. Reserves

#### Share premium account

The Share Premium Account records the amounts received from the allotment of new shares in excess of the nominal value of the shares allotted, less any expenses directly related to such allotments.

#### Profit and loss account

The Profit and Loss Account records the Company's retained profits after any corporation tax charges and dividends declared.

# ROSA'S LONDON LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2023

### 22. Commitments under operating leases

At 26 March 2023 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2023 £	2022 £
Not later than 1 year	2,799,570	2,542,964
Later than 1 year and not later than 5 years	9,847,343	9,151,435
Later than 5 years	13,754,444	12,177,589
	<u>26,401,357</u>	<u>23,871,988</u>

### 23. Related party transactions

The Company is exempt under the terms of FRS 102 section 33.1A from disclosing related party transactions with entities that are wholly owed by the Spice Holding Ltd group.

### 24. Post balance sheet events

The loan with Santander was repaid post year end and a new loan was taken out with Barclays.

### 25. Controlling party

At the balance sheet date, 100% of the company's issued share capital was owned by Spice Bidco Ltd whose registered office is 26 Earlham Street, London, WC2H 9LN. The ultimate controlling party is Trispan Rs Rt LLP, registered in Guernsey.

The parent of the largest and smallest group in which the Company's results are consolidated is Spice Holding Ltd. The consolidated accounts are available from Companies House.

# ROSA'S LONDON LIMITED

## DETAILED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 26 MARCH 2023

	2023 £	2022 £
Turnover	36,580,690	27,228,826
Cost of Sales	(24,179,322)	(18,430,564)
<b>Gross profit</b>	<b>12,401,368</b>	<b>8,798,262</b>
Other operating income	100,000	733,061
<b>Less: overheads</b>		
Administration expenses	(11,888,674)	(8,778,814)
<b>Operating profit</b>	<b>612,694</b>	<b>752,509</b>
Interest receivable	-	806
Interest payable	(238,232)	(145,107)
Tax on profit on ordinary activities	(27,977)	(195,525)
<b>Profit for the period/year</b>	<b>346,485</b>	<b>412,683</b>

# ROSA'S LONDON LIMITED

## SCHEDULE TO THE DETAILED ACCOUNTS FOR THE PERIOD ENDED 26 MARCH 2023

	2023 £	2022 £
<b>Turnover</b>		
Restaurant sales of food and drink	36,381,197	27,102,531
Other sales	174,988	126,295
Other income - Domestic - interco	24,505	-
	<u>36,580,690</u>	<u>27,228,826</u>
	2023 £	2022 £
<b>Cost of sales</b>		
Opening stocks	953,119	487,773
Closing stocks	(1,298,964)	(953,119)
Purchases - raw materials	11,557,532	8,994,946
Wages and salaries	11,686,957	8,994,026
National insurance	964,010	678,145
Staff pension costs	142,002	105,046
Staff food and beverage costs	174,666	123,747
	<u>24,179,322</u>	<u>18,430,564</u>
	2023 £	2022 £
<b>Other operating income</b>		
Other operating income	100,000	240,662
Government grants receivable	-	492,399
	<u>100,000</u>	<u>733,061</u>

# ROSA'S LONDON LIMITED

## SCHEDULE TO THE DETAILED ACCOUNTS FOR THE PERIOD ENDED 26 MARCH 2023

	2023 £	2022 £
<b>Administration expenses</b>		
Directors national insurance	28,032	26,491
Directors salaries	210,500	209,650
Directors pension costs	2,789	2,891
Staff salaries	345,269	190,706
Staff private health insurance	19,972	12,496
Staff training	39,068	28,236
Entertainment	62,187	36,956
Hotels, travel and subsistence	139,226	110,271
Printing and stationery	106,073	73,308
Telephone and fax	56,005	48,357
Computer costs	59,838	(900)
Advertising and promotion	538,405	310,363
Trade subscriptions	46,825	35,297
Charity donations	14	9,467
Legal and professional	528,872	421,213
Auditors' remuneration	22,000	21,750
Accountancy fees	28,000	23,452
Equipment hire	-	(1)
Bank charges	65,254	77,263
Sundry expenses	150,951	133,169
Rent	2,906,787	2,464,773
Rates	782,509	203,939
Light and heat	1,098,612	616,584
Cleaning	258,441	201,556
Insurances	202,240	153,861
Repairs and maintenance	507,782	346,114
Depreciation - plant and machinery	727,969	620,766
Depreciation - leasehold property	1,121,339	1,062,953
Recruitment	91,162	90,657
Pre opening	413,233	305,218
Dilapidation provision unwinding	73,204	55,756
Waste removal	185,638	124,786
Delivery and payment services	253,485	108,861
Software charges	311,791	288,203
Kitchen equipment	349,581	240,783
Abortive costs	155,621	123,569
	<b>11,888,674</b>	<b>8,778,814</b>

ROSA'S LONDON LIMITED

SCHEDULE TO THE DETAILED ACCOUNTS  
FOR THE PERIOD ENDED 26 MARCH 2023

	2023 £	2022 £
Interest receivable		
Bank interest receivable	-	806
	-	806
	2023 £	2022 £
Interest payable		
Bank loan interest payable	238,232	145,107
	238,232	145,107