Report and Financial Statements 52 Weeks Ended

31 December 2017

Company Number 09896926

28/09/2018

COMPANIES HOUSE

#### **Company Information**

**Directors** 

S Pasricha

B S Russell

Registered number

09896926

Registered office

4th Floor

159 St. John Street

London EC1V 4QJ

Independent auditor

**BDO LLP** 

55 Baker Street

London W1U 7EU

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# Directors' report For the period ended 31 December 2017

The directors present their report together with the audited financial statements for the 52 week period ended 31 December 2017. The comparative figures presented in these financial statements are for the 56 week period from 1 December 2015 to 1 January 2017.

#### **Principal activity**

The principal activity of the company is the operation of a restaurant in the United Kingdom.

#### **Directors**

The directors who served during the period were:

S Pasricha

**B S Russell** 

#### **Directors' responsibilities**

The directors are responsible for preparing 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 judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

#### 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.

#### **Auditor**

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

# Directors' report (continued) For the period ended 31 December 2017

#### Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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

S Pasricha Director

Date: 28 September 2018

#### Independent auditor's report to the members of Tandoor Chop House Limited

#### Opinion

We have audited the financial statements of Tandoor Chop House Limited ("the company") for the 52 week period ended 31 December 2017 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 31 December 2017 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.

#### **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 UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the company's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

#### Independent auditor's report to the members of Tandoor Chop House Limited (continued)

#### Other information

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

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

We have nothing to report in this regard.

#### Opinions 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report as been prepared in accordance with applicable legal requirements.

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

In 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 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 returned 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 prepare the financial statements in accordance with the small companies
  regime and take advantage of the small companies' exemptions in preparing the directors' report and from
  the requirement to prepare a strategic report.

#### Independent auditor's report to the members of Tandoor Chop House Limited (continued)

#### Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### Auditor'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.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

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

Mark RA Edwards (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London

**United Kingdom** 

Date: 28/09/2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Statement of comprehensive income For the period ended 31 December 2017

	Note	52 weeks ended 31 December 2017 £	56 weeks ended 1 January 2017 £
Turnover	4	1,079,931	67,017
Cost of sales		(770,013)	(65,052)
Gross profit		309,918	1,965
Administrative expenses		(377,307)	(281,717)
Adjusted EBITDA*		(11,973)	(80,136)
Pre-opening expenses		(1,989)	(194,938)
Depreciation	5	(53,427)	(4,678)
Operating loss	5	(67,389)	(279,752)
Interest payable and similar charges	7	(41,648)	(19,229)
Loss before tax		(109,037)	(298,981)
Tax on loss	8	28,659	50,479
Loss for the financial period		(80,378)	(248,502)
Other comprehensive income for the period		-	-
Total comprehensive loss for the period		(80,378)	(248,502)

All amounts relate to continuing operations.

The notes on pages 9 to 19 form part of these financial statements.

<sup>\*</sup> Adjusted EBITDA is operating loss before depreciation and pre-opening expenses.

Registered number: 09896926

#### Statement of financial position As at 31 December 2017

	Note		31 December 2017 £		1 January 2017 £
Fixed assets					
Tangible assets	9		398,835		416,388
Current assets					
Stocks	10	5,539		6,938	
Debtors	11	205,488		105,393	
Cash at bank and in hand		125,956		41,765	
		336,983	•	154,096	
Creditors: amounts falling due within one year	12	(1,059,005)		(818,637)	
Net current liabilities			(722,022)		(664,541)
Total assets less current liabilities Provisions for liabilities			(323,187)		(248,153)
Deferred tax	13		(5,692)		(348)
Net liabilities			(328,879)		(248,501)
Capital and reserves					
Share capital	14		1		1
Accumulated losses	15		(328,880)		(248,502)
			(328,879)	_	(248,501)

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

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

S Pasricha Director

Date: 28 September 2018

The notes on pages 9 to 19 form part of these financial statements.

# Statement of changes in equity For the period ended 31 December 2017

	Share capital	Accumulated losses	Total equity
	£	£	£
At 2 January 2017	1	(248,502)	(248,501)
Loss for the period	-	(80,378)	(80,378)
Total comprehensive loss for the period	•	(80,378)	(80,378)
At 31 December 2017	1	(328,880)	(328,879)

# Statement of changes in equity For the period ended 1 January 2017

	Share capital £	Accumulated losses	Total equity
At 1 December 2015	-	•	•
Loss for the period	-	(248,502)	(248,502)
Total comprehensive loss for the period	•	(248,502)	(248,502)
Shares issued during the period	1	-	1
At 1 January 2017	1	(248,502)	(248,501)

The notes on pages 9 to 19 form part of these financial statements.

# Notes to the financial statements For the period ended 31 December 2017

#### 1. General information

Tandoor Chop House Limited is a private limited company incorporated in England and Wales under the Companies Act 2006. The address of the registered office is stated on the company information page and the nature of the company's operations and its principal activities are stated in the directors' report.

The figures presented in these financial statements are for the 52 week period from 2 January 2017 to 31 December 2017.

The comparative figures presented in these financial statements are for the 56 week period from 1 December 2015 to 1 January 2017.

#### 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 United Kingdom 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 judgement 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 Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- 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 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Ennismore Holdings Limited as at 31 December 2017 and these financial statements may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

#### 2.3 Going concern

At the reporting date, the company had net current liabilities of £722,022. Ennismore International Management Limited, a member of the Ennismore group, has committed to provide funding to the company to ensure it can meet its financial liabilities as they fall due. In addition, Ennismore Restaurant Holdings Limited has confirmed it will not recall the loan within 12 months of the date of approval of these financial statements. On this basis, the directors have concluded it is appropriate to prepare the financial statements on a going concern basis.

#### 2.4 Turnover

The company's revenues are derived from food and beverage and related services provided to customers.

# Notes to the financial statements For the period ended 31 December 2017

#### 2. Accounting policies (continued)

#### 2.5 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, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold property - 10% Fixtures and fittings - 10% Equipment - 20%

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 the statement of comprehensive income.

#### 2.6 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 represents purchase price of goods for resale.

#### 2.7 Debtors

Short term debtors are measured at transaction price, less any impairment.

#### 2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.9 Creditors

Short term creditors are measured at the transaction price.

#### 2.10 Finance costs

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

# Notes to the financial statements For the period ended 31 December 2017

#### 2. Accounting policies (continued)

#### 2.11 Operating leases

Rentals paid under operating leases are charged to the statement of comprehensive income as they are incurred.

Benefits received and receivables as an incentive to sign an operating lease are recognised as they are incurred.

#### 2.12 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 the statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the statement of financial position 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.

#### 2.13 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, 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. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

# Notes to the financial statements For the period ended 31 December 2017

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

In preparing these financial statements, the directors have had to make the following judgements:

- Determine whether leases entered into by the company are operating or finance leases. These
  decisions depend on an assessment of whether the risks and rewards of ownership have been
  transferred from the lessor to the lessee on a lease by lease basis.
- Determine whether there are indicators of impairment of the company's tangible assets. Factors
  taken into consideration in reaching such a decision include the economic viability and expected
  future financial performance of the asset and where it is a component of a larger cash-generating
  unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty:

Tangible fixed assets (see note 9)
Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

#### 4. Turnover

All turnover arose within the United Kingdom.

#### 5. Operating loss

The operating loss is stated after charging:

	52 weeks ended 31 December 2017 £	56 weeks ended 1 January 2017 £
Depreciation of tangible fixed assets	53,427	4,678
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	3,500	-
Operating lease rentals	101,551	64,282
	<del></del> :	

During the period, no director received any emoluments from the company (56 weeks ended 1 January 2017 - £Nil).

# Notes to the financial statements For the period ended 31 December 2017

6.	<b>Employees</b>
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Staff costs were as follows:

31	52 weeks ended December 2017 £	56 weeks ended 1 January 2017 £
Wages and salaries	373,687	112,295
Social security costs	33,354	11,550
	407,041	123,845

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

52	56 weeks
weeks	ended
ended 31	1
December	January
2017	2017
No.	No.
17	13

#### 7. Interest payable and similar charges

Interest payable to group companies

56 weeks	52 weeks
ended	ended
1 January 2017	31 December
2017 £	2017 £
-	•
19,229	41,648

# Notes to the financial statements For the period ended 31 December 2017

#### 8. Taxation

	52 weeks ended 31 December 2017 £	56 weeks ended 1 January 2017 £
Corporation tax		
Adjustments in respect of previous periods	(13,161)	-
	(13,161)	-
Group taxation relief	(20,842)	(50,827)
Total current tax	(34,003)	(50,827)
Deferred tax		
Origination and reversal of timing differences	1,889	348
Adjustments in respect of prior periods	3,455	-
Total deferred tax	5,344	348
Taxation on loss on ordinary activities	(28,659)	(50,479)

# Notes to the financial statements For the period ended 31 December 2017

#### 8. Taxation (continued)

#### Factors affecting tax charge for the period

The tax assessed for the period is lower than (56 weeks ended 1 January 2017 - higher than) the standard rate of corporation tax in the UK of 19.25% (56 weeks ended 1 January 2017 - 20.00%). The differences are explained below:

	52 weeks ended 31 December 2017 £	56 weeks ended 1 January 2017 £
Loss on ordinary activities before tax	(109,037)	(298,981)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (56 weeks ended 1 January 2017 -20.00%)  Effects of:	(20,990)	(59,796)
Fixed asset differences	2,210	197
Expenses not deductible for tax purposes	73	9,181
Adjustment to tax charge in respect of prior periods	(13,161)	-
Adjustment to tax charge in respect of prior periods - deferred tax	3,455	-
Adjustment to deferred tax due to change in rates	(246)	(61)
Group relief surrendered	20,842	50,827
Receipt for group relief	(20,842)	(50,827)
Total tax credit for the period	(28,659)	(50,479)

#### Factors that may affect future tax charges

From 1 April 2020 the main rate of UK corporation tax will decrease to 17% as substantively enacted on 6 September 2016. As this change has been substantively enacted before the reporting date, deferred tax has been recognised at 17% as at 31 December 2017. For further information on deferred tax balances see note 13.

# Notes to the financial statements For the period ended 31 December 2017

### 9. Tangible fixed assets

10.

	Leasehold property	Fixtures and fittings	<u>Equipment</u>	Total
•	£	£	£	£
Cost				
At 2 January 2017	289,649	110,755	20,662	421,066
Additions	7,510	28,364	•	35,874
At 31 December 2017	297,159	139,119	20,662	456,940
Depreciation				
At 2 January 2017	3,095	1,160	423	4,678
Charge for the period	29,213	18,503	5,711	53,427
At 31 December 2017	32,308	19,663	6,134	58,105
Net book value				
At 31 December 2017	264,851	119,456	14,528	398,835
At 1 January 2017	286,554	109,595	20,239	416,388
Stocks				
			31 December 2017 £	1 January 2017 £
Consumables stores			5,539	6,938

Stock recognised in cost of sales during the period as an expense was £355,264 (1 January 2017-£25,924).

# Notes to the financial statements For the period ended 31 December 2017

1	1		D	e	b	t	o	r	s
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	31 December 2017 £	1 January 2017 £
Amounts owed by group undertakings	84,830	-
Other debtors	82,271	69,903
Prepayments and accrued income	38,387	35,490
	205,488	105,393

All debtors fall due within one year.

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

	31 December 2017 £	1 January 2017 £
Trade creditors	17,396	66,444
Amounts owed to group undertakings	835,547	708,845
Other taxation and social security	103,776	1,381
Other creditors	47,750	10,795
Accruals and deferred income	54,536	31,172
	1,059,005	818,637
	• —	

The comparative figure for the amounts due to group undertakings has been restated to properly reflect the terms of the loan.

All amounts owed to group undertakings are interest bearing at a fixed interest rate of 6%, are unsecured and fall due within one year.

# Notes to the financial statements For the period ended 31 December 2017

#### 13. Deferred taxation

		31	December 2017 £
	At beginning of period		348
	Charged to profit or loss		5,344
	At end of period	=	5,692
	The provision for deferred taxation is made up as follows:		
	3	1 December 2017 £	1 January 2017 £
	Accelerated capital allowances	5,692	348
14.	Share capital		
	;	31 December 2017	1 January 2017
	Allotted, called up and fully paid	£	£
	1 Ordinary share of £1	1	1

#### 15. Reserves

The company's capital and reserves are as follows:

### Called up share capital

Called up share capital represents the nominal value of the shares issued.

#### **Accumulated losses**

This represents cumulative profits or losses, net of dividends paid and other adjustments.

# Notes to the financial statements For the period ended 31 December 2017

#### 16. Commitments under operating leases

At 31 December 2017 the company had future minimum lease payments under non-cancellable operating leases as follows:

;	31 December 2017 £	1 January 2017 £
Not later than 1 year	110,000	110,000
Later than 1 year and not later than 5 years	440,000	440,000
Later than 5 years	369,178	479,379
	919,178	1,029,379

#### 17. Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 102 Section 33 'Related Party Disclosures' paragraph 33.1A not to disclose transactions with certain group companies on the grounds that 100% of the voting rights in the company are controlled by the group.

The company is related to Ennismore International Management Limited, a company registered in England and Wales, by virtue of common control. The company was due £84,830 (2016 - £50,827) from Ennismore International Management Limited at 31 December 2017 as a result of group relief surrendered.

#### 18. Controlling party

The company is a direct subsidiary of Ennismore Restaurants Holdings Limited, a company registered in England and Wales.

As at the date of signing, the ultimate parent company was Ennismore Holdings Limited, a company registered in England and Wales which acquired the ordinary share capital of Ennismore International Management Limited from Sharan Pasricha on 18 April 2017.

The largest and smallest group in which the results of the company are consolidated is that headed by Ennismore Holdings Limited. The consolidated accounts of Ennismore Holdings Limited are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

In the opinion of the directors, the ultimate controlling party is Sharan Pasricha.