

Boparan Restaurants Holdings Limited
Annual report and financial statements
for the period ended 29 December 2020

Registered number: 10192508

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Boparan Restaurants Holdings Limited

Annual report and financial statements
for the period ended 29 December 2020

Directors and advisors for the period ended 29 December 2020	1
Directors' report for the period ended 29 December 2020	2
Director's Responsibilities	3
Statement of comprehensive income for the period ended 29 December 2020	4
Balance sheet as at 29 December 2020	5
Statement of changes in equity for the period ended 29 December 2020	6
Notes to the financial statements	7

Boparan Restaurants Holdings Limited

**Directors and advisors
for the period ended 29 December 2020**

Directors

T Curle

S Leihal (Appointed 23 April 2020)

L McIlwee (Resigned 20 April 2020)

Registered office

Colmore Court 2nd Floor, 9 Colmore Row, Birmingham, B3 2BJ

Boparan Restaurants Holdings Limited

Directors' report for the period ended 29 December 2020

The directors present their annual report and the unaudited financial statements of the Company for the 52 week period ended 29 December 2020.

Principal activities

Boparan Restaurants Holdings Limited is an intermediate holding company which principally focuses on restaurant operations in the UK and Ireland. The results of the Company are consolidated into the results of *Invest Co 1 Limited for the period ended 3 January 2021*.

Results and dividends

The loss for the period, after taxation, amounted to £314,000 (29 December 2019: loss of £4,518,000).

Directors

The directors who served during the period and subsequently were as follows:

T Curle
S Leihal (Appointed 23 April 2020)
L McIlwee (Resigned 20 April 2020)

Principal risks and uncertainties

The key performance indicators for the Company are as for the group as a whole and are set out in the Strategic report of Invest Co 1 Limited. The principal risks for the Company is recoverability of its investments. The directors regularly review the financial performance of the Company's investments for events or circumstances that may indicate that the carrying value may not be recoverable.

Future Developments and going concern

The Directors have prepared forecasts for the Company and concluded that it is appropriate to prepare these financial statements on a going concern basis. In arriving at this conclusion, the directors have obtained confirmation from Invest Co 1 Limited, a parent company at the date of signing these financial statements, who has confirmed that it will continue to provide financial support to the Company for a period of at least the next twelve months after the date of signing the financial statements.

Qualifying third party indemnity provisions

All directors benefited from a qualifying indemnity insurance policy in place during the financial period and remain in force at the date of this report.

This report was approved by the board on 20 July 2022 and signed on its behalf.



S Leihal
Director

Roparan Restaurants Holdings Limited

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 Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 and then apply them consistently;
- make judgements and 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.

Boparan Restaurants Holdings Limited

Statement of comprehensive income
for the period ended 29 December 2020

	Notes	Period ended 29 December 2020 £'000	Period ended 29 December 2019 £'000
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses	4	(314)	(4,518)
Loss before tax		(314)	(4,518)
Tax on loss		-	-
Loss for the financial period		(314)	(4,518)

All amounts relate to continuing activities.

There are no recognised gains or losses for the period other than the losses for the period stated above.

There was no other comprehensive income for the period (2019: £nil).

Boparan Restaurants Holdings Limited

Balance sheet as at 29 December 2020

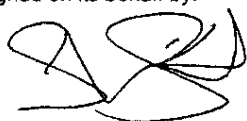
		29 December 2020	29 December 2019
	Notes	£'000	£'000
Fixed assets			
Investments	5	13,743	13,743
Current assets			
Debtors: amounts due within one year	6	380	380
Cash at bank and in hand		3	3
Total current assets		383	383
Creditors: amounts falling due within one year	7	(13,391)	(13,077)
Net current liabilities		(13,008)	(12,694)
Total assets less current liabilities		735	1,049
Net assets		735	1,049
Capital and reserves			
Called up share capital	8	12	12
Share premium account	9	5,555	5,555
Profit and loss account		(4,832)	(4,518)
Shareholders' funds		735	1,049

For the financial year ended 27 December 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its financial statements for the year in questions in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved by the board of directors and authorised for issue on 20 July 2022 and are signed on its behalf by:



S Leihal
Director

Company registered number 10192508

Boparan Restaurants Holdings Limited

Statement of changes in equity
for the period ended 29 December 2020

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£'000	£'000	£'000	£'000
At 1 January 2019	10	-	-	10
Loss for the Period	-	-	(4,518)	(4,518)
Shares issued during the period	2	5,555	-	5,557
At 29 December 2019	12	5,555	(4,518)	1,049
Loss for the Period	-	-	(314)	(314)
At 29 December 2020	12	5,555	(4,832)	735

Boparan Restaurants Holdings Limited

Notes to the financial statements for the period ended 29 December 2020

1. General information

Boparan Restaurants Holdings Limited is a private company limited by shares and is incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The Registered Office is Colmore Court 2nd Floor, 9 Colmore Row, Birmingham, B3 2BJ. The principal activity is disclosed in the Directors' Report.

The financial statements of the company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" (FRS 102) and the Companies Act 2006.

2. Basis of accounting

The principal accounting policies are summarised below. They have all been applied consistently throughout the period and to the preceding period.

The financial statements have been prepared under the historical cost convention.

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. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The functional currency of the company is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

The Company has taken advantage of the following exemptions on the basis that it is a qualifying entity and its ultimate parent company, Invest Co 1 Limited, has included this information:

- a) From preparing a statement of cash flows;
- b) From the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29;
- c) From disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Going concern

The Directors have prepared forecasts for the Company and concluded that it is appropriate to prepare these financial statements on a going concern basis. In arriving at this conclusion, the directors have obtained confirmation from Invest Co 1 Limited, a parent company at the date of signing these financial statements, who has confirmed that it will continue to provide financial support to the Company for a period of at least the next twelve months after the date of signing the financial statements.

Taxation and deferred taxation

The charge / credit for taxation is based on the profit or loss for the year using applicable tax rates and taking into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date that result in an obligation to pay more tax or a right to pay less tax in the future.

Deferred tax assets are recognised to the extent they are considered recoverable. They are considered recoverable if, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Boparan Restaurants Holdings Limited

Notes to the financial statements for the period ended 29 December 2020

2. Basis of accounting (continued)

Valuation of investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangement entered into.

A financial liability exists where there is a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities under potentially unfavourable conditions. In addition, contracts which result in the entity delivering a variable number of its own equity instruments are financial liabilities. Shares containing such obligations are classified as financial liabilities.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Dividends and distributions relating to equity instruments are debited directly to reserves.

Financial instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received.

Financial instruments that constitute a financing transaction are measured, initially and subsequently, at the present value of the future payment discounted at a market rate of interest for a similar debt instrument.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. *If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.*

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Related party transactions

The company discloses transactions with related parties which are not wholly-owned with the same group. It does not disclose transactions with members of the same group that are wholly-owned as the company has taken advantage of the exemption under paragraph 33.1A of FRS 102.

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

The following judgements and estimates have had the most significant effect on amounts recognised in the financial statements.

Investments

Investments are reviewed for impairment if events or circumstances indicate that the carrying value may not be recoverable. When an impairment review is carried out, the recoverable value is determined based on value in use calculations which require estimates to be made of future cash flows.

Boparan Restaurants Holdings Limited

Notes to the financial statements for the period ended 29 December 2020

4. P&L exceptional costs

The £314,000 loss (2019: £4,518,000) arises on the disposal of Boparan Ventures Limited.

5. Fixed asset investments

	Investment in subsidiary companies £'000
Cost at 29 December 2019 and 29 December 2020	13,743
Net book value at 29 December 2019 and 29 December 2020	13,743

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holdings	Principal activity
Giraffe Concepts Limited	England	Ordinary	100%	Operation of restaurants
Cinnamon Collection Limited	England	Ordinary	85%	Operation of restaurants
Indian Restaurants Limited	England	Ordinary	85%	Dormant
Fishworks Restaurants Limited	England	Ordinary	100%	Dormant
Indian Restaurants (City) Limited	England	Ordinary	85%	Dormant
Ed's Easy Diner Limited	England	Ordinary	100%	Dormant
SC Restaurants (UK) Limited	England	Ordinary	100%	Dormant
Gourmet Burger Kitchen (UK) Limited	England	Ordinary	100%	Operation of restaurants
Carluccio's (UK) Limited	England	Ordinary	100%	Operation of restaurants
Carluccio's (ROI) Limited	England	Ordinary	100%	Operation of restaurants
CL Premises Limited	Ireland	Ordinary	100%	Dormant

Boparan Restaurants Holdings Limited

Notes to the financial statements for the period ended 29 December 2020

6. Debtors: Amounts falling due within one year

	29 December 2020	29 December 2019
	£'000	£'000
Amounts owed by related parties	370	370
Unpaid share capital	10	10
	380	380

7. Creditors: Amounts falling due within one year

	29 December 2020	29 December 2019
	£'000	£'000
Amounts owed to related parties	12,177	11,863
Amounts owed to parent undertakings	1,214	1,214
	13,391	13,077

8. Called up share capital

	29 December 2020	29 December 2019
Allotted and called up		
10,000 ordinary shares of £1 each	10,000	10,000
1,111 ordinary A shares of £1 each	1,111	1,111
1,389 ordinary B shares of £1 each	1,389	1,389
	12,500	12,500

Boparan Restaurants Holdings Limited

Notes to the financial statements for the period ended 29 December 2020

9. Share premium account

	29 December 2020	29 December 2019
	£'000	£'000
Share premium	5,555	5,555
	5,555	5,555

10. Ultimate controlling party

From 3 January 2022, the ultimate parent undertaking is Boparan Private Investments Limited, prior to this date the ultimate parent undertaking was Invest Co 1 Limited.

The ultimate controlling parties are R S Boparan and B K Boparan. The smallest and largest group within which the company is consolidated is headed by Invest Co 1 Limited. The consolidated accounts are available from its registered office, 2nd Floor Colmore Court, 9 Colmore Row, Birmingham, B3 2BJ.